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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
WINLEY FOUNDATION

A Employer identification number
52-1230146

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 19,607,200

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	381,023	343,941		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	571,196			
	b	Gross sales price for all assets on line 6a 5,579,958				
	7	Capital gain net income (from Part IV, line 2)		571,196		
	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)	79,991	79,991		
	12	**Total.** Add lines 1 through 11	1,032,210	995,128		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,004	35,004		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,350	8,350		
	c	Other professional fees (attach schedule)				
	17	Interest	54	54		
	18	Taxes (attach schedule) (see instructions)	14,251			
	19	Depreciation (attach schedule) and depletion	20			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	71,898	68,184		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,577	111,592		0
	25	Contributions, gifts, grants paid	1,450,445			1,450,445
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,580,022	111,592		1,450,445
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-547,812			
	b	**Net investment income** (if negative, enter -0-)		883,536		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	2,113	5,392	5,392
2	Savings and temporary cash investments	127,684	167,284	167,284
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	8,087,868		
b	Investments—corporate stock (attach schedule)	5,845,429	6,037,472	10,294,874
c	Investments—corporate bonds (attach schedule)	1,731,368	9,036,522	9,139,650
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 460			
	Less accumulated depreciation (attach schedule) ▶ 431	49	29	
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	15,794,511	15,246,699	19,607,200
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	15,794,511	15,246,699	
30	**Total net assets or fund balances** (see instructions)	15,794,511	15,246,699	
31	**Total liabilities and net assets/fund balances** (see instructions)	15,794,511	15,246,699	

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	15,794,511
2	Enter amount from Part I, line 27a	2	-547,812
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,246,699
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,246,699

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	571,196
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-39,830

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 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	1,361,149	19,548,094	0 069631
2012	1,394,604	18,989,369	0 073441
2011	1,354,704	18,880,737	0 071751
2010	1,355,431	18,770,806	0 072210
2009	1,030,000	17,874,106	0 057625

2	**Total** of line 1, column (d).	2	0 344658
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068932
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,046,924
5	Multiply line 4 by line 3.	5	1,381,875
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,835
7	Add lines 5 and 6.	7	1,390,710
8	Enter qualifying distributions from Part XII, line 4.	8	1,450,445

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	8,835
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	8,835
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,835
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,000		
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	10,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ 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	1,165
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,165 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶NONE

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

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

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

			Yes	No
16	At any time during calendar year 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	19,892,582
b	Average of monthly cash balances	1b	459,596
c	Fair market value of all other assets (see instructions)	1c	29
d	**Total** (add lines 1a, b, and c)	1d	20,352,207
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,352,207
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,283
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,046,924
6	**Minimum investment return.** Enter 5% of line 5	6	1,002,346

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	1,002,346
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,835		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,835
3	Distributable amount before adjustments Subtract line 2c from line 1			3	993,511
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	993,511
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	993,511

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,450,445
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,450,445
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	8,835
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,441,610

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					993,511
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2014					
a From 2009	146,381				
b From 2010	426,029				
c From 2011	421,259				
d From 2012	455,928				
e From 2013	403,446				
f **Total** of lines 3a through e		1,853,043			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,450,445					
a Applied to 2013, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2014 distributable amount					993,511
e Remaining amount distributed out of corpus		456,934			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,309,977			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 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)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		146,381			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		2,163,596			
10 Analysis of line 9					
a Excess from 2010	426,029				
b Excess from 2011	421,259				
c Excess from 2012	455,928				
d Excess from 2013	403,446				
e Excess from 2014	456,934				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

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

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

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,450,445
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	381,023	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	571,196	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,032,210	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 1,032,210

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-05-05	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
ANTHONY J MORABITO CPA		2015-05-07	☑	P00393052

Firm's name ▶ MORABITO & COMPANY

Firm's EIN ▶ 20-0535748

Firm's address ▶ 2 DOVER COURT ROCHESTER, NY 14624

Phone no (585) 429-7759

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-08-17	2014-01-15
MORGAN STANLEY FLTG RT GLOBAL NTS SE	P	2012-02-08	2014-01-09
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2011-08-11	2014-02-06
MOSAIC CO NEW COM	P	2009-10-16	2014-06-06
AMERIPRISE FINL INC COM	P	2012-06-21	2014-01-16
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-08-17	2014-02-18
BOTTLING GROUP LLC SENIOR NOTES 5 1	P	2009-01-15	2014-05-27
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2011-08-11	2014-01-07
MACYS INC COM	P	2012-02-06	2014-11-04
AMERICAN EXPRESS COMPANY	P	2011-03-16	2014-01-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,073		6,072	1
175,000		165,814	9,186
2,303		2,303	
9,731		10,382	-651
39,786		17,863	21,923
3,323		3,323	
136,970		121,033	15,937
1,945		1,945	
55,954		35,746	20,208
26,210		12,874	13,336

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			9,186
			-651
			21,923
			15,937
			20,208
			13,336

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-07-19	2014-01-15
FNMA GTD MTG PASS THRU CTFS POOL 9	P	2007-09-14	2014-02-18
KENTUCKY ASSET / LIABILITY COMMN GEN	P	2011-08-24	2014-04-01
MACYS INC COM	P	2012-02-06	2014-11-04
AMERICAN EXPRESS COMPANY	P	2011-03-15	2014-01-16
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-07-19	2014-02-18
FNMA GTD MTG PASS THRU CTFS POOL 8	P	2007-09-14	2014-02-14
PEABODY ENERGY CORP COM	P	2013-03-25	2014-03-21
LOWES COS INC COM	P	2011-01-19	2014-03-21
LAZARD U S CORPORATE INCOME PORTFOL	P	2007-09-14	2014-09-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,110		7,109	1
42,289		38,434	3,855
44,746		55,103	-10,357
145,885		92,939	52,946
30,579		15,293	15,286
6,972		6,972	
247,842		221,090	26,752
66,044		87,197	-21,153
118,581		58,769	59,812
157,000		158,862	-1,862

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			3,855
			-10,357
			52,946
			15,286
			26,752
			-21,153
			59,812
			-1,862

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FNMA GTD MTG PASS THRU CTFS POOL 5	P	2007-09-14	2014-01-27
FNMA GTD MTG PASS THRU CTFS POOL 7	P	2007-09-14	2014-02-19
COMCAST CORP NEW CL A SPL	P	2008-02-01	2014-01-16
LOWES COS INC COM	P	2011-01-19	2014-01-16
FNMA GTD MTG PASS THRU CTFS POOL 5	P	2007-09-14	2014-02-25
FNMA GTD MTG PASS THRU CTFS POOL 5	P	2007-09-14	2014-02-14
CITIGROUP INC COM NEW	P	2012-01-20	2014-02-24
KNOWLES CORP COM	P	2009-10-21	2014-10-14
FNMA GTD MTG PASS THRU CTFS POOL 7	P	2007-09-14	2014-01-27
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-07-19	2014-02-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,202		2,202	
189,640		185,610	4,030
72,026		25,595	46,431
48,194		24,487	23,707
3,119		3,119	
133,246		124,835	8,411
49,259		29,203	20,056
9,121		5,996	3,125
4,072		4,072	
273,668		268,637	5,031

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,030
			46,431
			23,707
			8,411
			20,056
			3,125
			5,031

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CAPITAL ONE FINL CORP COM	P	2012-03-19	2014-01-07
KNOWLES CORP COM	P	2009-09-30	2014-10-14
FNMA GTD MTG PASS THRU CTFS POOL 7	P	2007-09-14	2014-02-25
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2010-08-17	2014-02-19
TJX COMPANIES INC (NEW)	P	2011-05-19	2014-01-07
CONSOL ENERGY INC COM	P	2014-03-21	2014-09-10
FNMA GTD MTG PASS THRU CTFS POOL 8	P	2007-09-14	2014-01-27
FNMA GTD MTG PASS THRU CTFS POOL A	P	2013-05-01	2014-02-19
TJX COMPANIES INC (NEW)	P	2011-05-19	2014-01-07
CONSOL ENERGY INC COM	P	2014-03-21	2014-09-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
127,517		92,220	35,297
4,054		2,549	1,505
5,101		5,101	
125,021		124,603	418
75,890		31,340	44,550
27,125		28,620	-1,495
4,148		4,148	
211,609		216,646	-5,037
75,890		31,340	44,550
2,876		3,066	-190

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			35,297
			1,505
			418
			44,550
			-1,495
			-5,037
			44,550
			-190

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FNMA GTD MTG PASS THRU CTFS POOL 8	P	2007-09-14	2014-02-25
FNMA GTD MTG PASS THRU CTFS POOL A	P	2013-05-01	2014-02-06
TJX COMPANIES INC (NEW)	P	2010-05-20	2014-01-07
CONSOL ENERGY INC COM	P	2013-03-19	2014-09-10
FNMA GTD MTG PASS THRU CTFS POOL 9	P	2007-09-14	2014-01-27
FNMA GTD MTG PASS THRU CTFS POOL A	P	2013-05-01	2014-01-07
QUALCOMM INC	P	2011-07-22	2014-06-06
CONSOL ENERGY INC COM	P	2013-03-19	2014-09-09
FNMA GTD MTG PASS THRU CTFS POOL 9	P	2007-09-14	2014-02-25
FNMA GTD MTG PASS THRU CTFS POOL A	P	2011-03-02	2014-02-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,607		4,607	
1,812		1,812	
9,486		3,276	6,210
23,010		20,438	2,572
4,531		4,531	
9,509		9,509	
16,032		11,487	4,545
11,628		10,219	1,409
1,420		1,420	
215,680		207,950	7,730

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,210
			2,572
			4,545
			1,409
			7,730

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
QUALCOMM INC	P	2010-12-07	2014-06-06
CONSOL ENERGY INC COM	P	2013-03-19	2014-09-09
UNITED STATES TREAS NTS 1 750% 05/1	P	2014-04-02	2014-05-22
FNMA GTD MTG PASS THRU CTFS POOL A	P	2011-03-02	2014-02-06
QUALCOMM INC	P	2010-09-01	2014-06-06
CONSOL ENERGY INC COM	P	2013-03-18	2014-09-09
UNITED STATES TREAS NTS 1 375% 06/3	P	2014-04-02	2014-05-22
FNMA GTD MTG PASS THRU CTFS POOL A	P	2011-03-02	2014-01-07
MOSAIC CO NEW COM	P	2009-10-16	2014-06-06
CONSOL ENERGY INC COM	P	2013-03-18	2014-09-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
58,115		35,422	22,693
15,663		13,626	2,037
51,817		51,827	-10
3,993		3,993	
80,159		40,001	40,158
23,494		20,934	2,560
1,354,339		1,366,284	-11,945
2,471		2,471	
39,011		41,528	-2,517
27,439		24,423	3,016

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,693
			2,037
			-10
			40,158
			2,560
			-11,945
			-2,517
			3,016

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
UNITED STATES TREAS NTS 4 000% 02/1	P	2014-04-02	2014-02-18
FEDERAL HOME LN MTG CORP PARTN CTFS	P	2011-08-11	2014-02-18
MOSAIC CO NEW COM	P	2010-05-27	2014-06-06
AMERIPRISE FINL INC COM	P	2012-06-21	2014-09-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
495,000		507,763	-12,763
218,409		217,414	995
31,625		29,382	2,243
112,587		45,933	66,654

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-12,763
			995
			2,243
			66,654

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMANE SOCIETY US 700 PROFESSIONAL DRIVE SUITE A GAITHERSBURG,MD 20879			FOR THE BENEFIT OF ANIMALS	400,000
BORN FREE PO BOX 22505 SACRAMENTO,CA 95822			FOR THE BENEFIT OF ANIMALS	75,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON,DC 20003			FOR THE BENEFIT OF ANIMALS	400,000
INTERNATIONAL PRIMATE PRO PO BOX 766 SUMMERVILLE,SC 29484			FOR THE BENEFIT OF ANIMALS	300,000
HEART PO BOX 738 MAMARONECK,NY 10543			FOR THE BENEFIT OF ANIMALS	50,000
CHIMP HAVEN INC 13600 CHIMPANZEE PLACE KEITHVILLE,LA 71047			FOR THE BENEFIT OF ANIMALS	30,000
EQUINE RESCUE PO BOX 392 WALDEN,NY 12586			FOR THE BENEFIT OF ANIMALS	40,000
FRIENDS OF WASHOE PO BOX 728 ELLENSBURG,WA 98926			FOR THE BENEFIT OF ANIMALS	18,000
GLOBAL FEDERATION OF ANIMAL SANCTUARIES PO BOX 32294 WASHINGTON,DC 20007			FOR THE BENEFIT OF ANIMALS	70,000
NYSHA PO BOX 3068 KINGSTON,NY 12402			FOR THE BENEFIT OF ANIMALS	7,445
SPECIES SURVIVAL NETWORK 125896 LIME KILN ROAD HIGHLAND,MD 207779556			FOR THE BENEFIT OF ANIMALS	50,000
WOODSTOCK FARM ANIMAL SANCTUARY PO BOX 1329 WOODSTOCK,NY 12498			FOR THE BENEFIT OF ANIMALS	10,000
Total . . . . ▶ **3a**				1,450,445

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a WORLDCOM SEC LIT			14	187	
b WOODRUFF FAIR FD CIVIL ACTI			14	15	
c WACHOVIA SEC LIT			14	162	
d CITIGROUP SEC LIT			14	816	
e DELL SEC LIT			14	123	
f LAZARD CORE FIXED K-1 INCOM			14	78,688	

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at *www.irs.gov/form4562.*

OMB No 1545-0172

2014

Attachment Sequence No **179**

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

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

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

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

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12 ▶	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	20

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

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

Part IV **Summary** (see instructions.)

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

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

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

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

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

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2014 tax year (see instructions)					

43 Amortization of costs that began before your 2014 tax year **43**

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

TY 2014 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	8,350	8,350		

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

TY 2014 Depreciation Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2 TRESTLE TABLES	2000-01-01	75	75	S/L	7 0000				
3 METAL FILE CABINETS & DESK CHAIR	2000-01-01	100	100	S/L	7 0000				
PRINTER	2007-03-28	135	135	200DB	5 0000				
COPIER - BROTHER	2011-10-10	150	101	200DB	5 0000	20			

TY 2014 Investments Corporate Bonds Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY		
MORGAN STANLEY GROUP INC		
CITIGROUP INC		
GOLDMAN SACHS GROUP INC		
BOTTLING GROUP LLC SR NT		
VERIZON COMMUNICATIONS INC		
JPMORGAN CHASE & CO		
WELLS FARGO & CO		
LAZARD US CORP INCOME PORT INST	894,494	904,546
LAZARD CORE FIXED INCOME PORT-PTR	8,142,028	8,235,104

TY 2014 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CO	204,305	353,552
CVS CAREMARK CORP	143,743	356,347
CATERPILLAR INC	87,324	96,107
COMCAST CORP SPECIAL CL A	99,365	362,659
DOVER CORP	43,038	93,236
INTEL CORP	96,314	147,700
JOY GLOBAL INC	86,496	59,313
KOHL'S CORP	143,624	155,652
MCKESSON CORP	84,248	180,595
MORGAN STANLEY	135,011	235,710
QUALCOMM INC	141,211	172,817
SYSCO CORP	86,828	107,163
TEXAS INSTRUMENTS INC	85,063	139,009
XEROX CORP	89,702	110,880
WAL-MART STORES INC	177,195	292,421
MICROSOFT CORP	91,397	157,930
INTERCONTINENTALEXCHANGE GROUP		
VIACOM INC CL B	116,878	184,362
AT&T INC	75,787	100,770
AMERIPRISE FINANCIAL INC	56,140	145,475
CAPITAL ONE FINANCIAL CORP		
CONSOL ENERGY INC		
GOOGLE INC CL A COMMON STOCK	46,840	145,932
GOOGLE INC CL C	46,750	144,760
MACY'S INC		
MASTERCARD INC	63,952	323,100
REPUBLIC SERVICES INC CL A	92,749	130,813
TYCO INTERNATIONAL PLC	181,347	192,107
ROSS STORES INC	76,765	179,094
TJX COMPANIES INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA CORP	88,088	127,913
CHARLES SCHWAB CORP	141,165	147,931
CITIGROUP INC	310,357	530,278
HARTFORD FINANCIAL SERVICES GR INC	89,500	105,059
INTERCONTINENTAL EXCHANGE INC	170,246	219,290
REALOGY HOLDINGS CORP	92,941	111,225
MOSAIC CO		
LAZARD INTL EQUITY PORTFOLIO INSTL S	1,494,488	2,128,464
EMC CORP		
INTERNATIONAL BUSINESS MACHINE CORP	87,217	141,187
APPLE INC	210,030	637,445
AUTOZONE INC	42,434	95,962
BOEING CO	43,429	84,487
CISCO SYSTEMS INC	256,970	344,906
CITRIX SYSTEMS INC	88,200	95,700
EMC CORP	158,927	310,783
HONEYWELL INTERNATIONAL INC	102,829	324,740
LOWE'S COS INC		
PEABODY ENERGY CORP		
UNITED TECHNOLOGIES CORP	108,579	322,000

TY 2014 Land, Etc. Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	460	431	29	

TY 2014 Other Expenses Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	68,184	68,184		
FILING FEES	750			
OFFICE EXPENSE	153			
POSTAGE & DELIVERY	507			
INSURANCE	2,251			
PENALTIES	53			

TY 2014 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WORLDCOM SEC LIT	187	187	
WOODRUFF FAIR FD CIVIL ACTION	15	15	
WACHOVIA SEC LIT	162	162	
CITIGROUP SEC LIT	816	816	
DELL SEC LIT	123	123	
LAZARD CORE FIXED K-1 INCOME	78,688	78,688	

TY 2014 Taxes Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES ON NET INVESTMENT I	14,251			

TY 2014 IRSESPayment

Name:	WINLEY FOUNDATION
EIN:	52-1230146
Routing Transit Number:	021907975
Bank Account Number:	0420622
Type of Account:	Checking
Payment Amount in Dollars and Cents:	1,235
Requested Payment Date:	2015-05-15
Taxpayer's Daytime Phone Number:	(845) 489-3373

TY 2014 IRSESPayment

Name:	WINLEY FOUNDATION
EIN:	52-1230146
Routing Transit Number:	021907975
Bank Account Number:	0420622
Type of Account:	Checking
Payment Amount in Dollars and Cents:	2,400
Requested Payment Date:	2015-06-15
Taxpayer's Daytime Phone Number:	(845) 489-3373

TY 2014 IRSESPayment

Name:	WINLEY FOUNDATION
EIN:	52-1230146
Routing Transit Number:	021907975
Bank Account Number:	0420622
Type of Account:	Checking
Payment Amount in Dollars and Cents:	2,400
Requested Payment Date:	2015-09-15
Taxpayer's Daytime Phone Number:	(845) 489-3373

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TY 2014 IRSESPayment

Name:	WINLEY FOUNDATION
EIN:	52-1230146
Routing Transit Number:	021907975
Bank Account Number:	0420622
Type of Account:	Checking
Payment Amount in Dollars and Cents:	2,400
Requested Payment Date:	2015-12-15
Taxpayer's Daytime Phone Number:	(845) 489-3373