



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

For calendar year 2014, or tax year beginning 08-01-2014, and ending 07-31-2015

Name of foundation THE WINDOVER FOUNDATION
A Employer identification number 04-6897800
B Telephone number (see instructions) (617) 439-2000
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	255,079	201,601	201,601		
	2	Savings and temporary cash investments	149,977	456,096	456,096		
	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)	2,113,767 <input type="checkbox"/>	1,814,691	1,834,212		
	b	Investments—corporate stock (attach schedule)	6,117,983 <input type="checkbox"/>	5,987,888	8,656,399		
	c	Investments—corporate bonds (attach schedule)	3,840,852 <input type="checkbox"/>	4,125,752	4,172,869		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	4,496,901 <input type="checkbox"/>	4,226,461	4,684,125		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,974,559	16,812,489	20,005,302			
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	16,974,559	16,812,489			
30	Total net assets or fund balances (see instructions)	16,974,559	16,812,489				
31	Total liabilities and net assets/fund balances (see instructions)	16,974,559	16,812,489				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,974,559
2	Enter amount from Part I, line 27a	2	-157,771
3	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	3	18,505
4	Add lines 1, 2, and 3	4	16,835,293
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	22,804
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,812,489

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	577,909
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	

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	816,937	19,830,156	000 041197
2012	496,873	18,337,974	000 027095
2011	1,017,730	17,380,392	000 058556
2010	11,768	3,870,257	000 003041
2009	12,286	256,329	000 047931

2 Total of line 1, column (d).	2	000 177820
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	000 035564
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,094,019
5 Multiply line 4 by line 3.	5	714,624
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,509
7 Add lines 5 and 6.	7	723,133
8 Enter qualifying distributions from Part XII, line 4.	8	1,008,693

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,509
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	8,509
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	8,509
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,500
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	7,500
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	39
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,048
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____		
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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>DAVID W LEWIS JR</u> Telephone no ▶ <u>(617) 439-2000</u> Located at ▶ <u>NUTTER MCCLENNEN- 155 SEAPORT BLVD BOSTON MA</u> ZIP +4 ▶ <u>02210</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
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 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 ▶ _____	16	Yes	No		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
1c	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		No
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 ▶ 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
ROBERT G FULLER JR 79 MAPLE RIDGE DR WINTHROP, ME 04364	TRUSTEE 000 25	0		
MOIRA H FULLER 79 MAPLE RIDGE DR WINTHROP, ME 04364	TRUSTEE 000 25	0		
RANDOLPH J FULLER 183 WARREN AVE BOSTON, MA 02116	TRUSTEE 000 25	0		
NUTTER MCCLENNEN 155 SEAPORT BLVD BOSTON, MA 02210	TRUSTEE 003 50	51,136		

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

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
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 NONE	0
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		
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	19,750,014
b	Average of monthly cash balances.	1b	650,005
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,400,019
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	20,400,019
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	306,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,094,019
6	Minimum investment return. Enter 5% of line 5.	6	1,004,701

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	1,004,701
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	8,509
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,509
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	996,192
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	996,192
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	996,192

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	1,008,693
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	1,008,693
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	8,509
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,000,184

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				996,192
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			578,463	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>1,008,693</u>				
a Applied to 2013, but not more than line 2a			578,463	
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.				430,230
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				565,962
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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))

NONE

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

DAVID W LEWIS JR
 NUTTER 155 SEAPORT BLVD
 BOSTON, MA 02210
 (617) 439-2043
 dlewisnutter.com

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

NO FORMAL APPLICATION

c Any submission deadlines

NONE ADOPTED

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	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)				
a <i>Paid during the year</i> See Additional Data Table				
Total				983,000
b <i>Approved for future payment</i>				
Total				3b

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.)
770 PARAGON OFFSHORE PLC	P	2001-01-01	2014-08-04
300 US SILICA HLDGS	P	2001-01-01	2014-09-03
1,600 ISHARES RUSSELL 2000 GROWTH	P	2001-01-01	2014-10-17
1,000 SP MIDCAP 400	P	2001-01-01	2014-10-17
170 OREILLY AUTOMOTIVE	P	2001-01-01	2014-11-17
395 CVS HEALTH	P	2001-01-01	2014-11-17
220 GILEAD SCIENCES	P	2001-01-01	2014-11-17
250 APPLE	P	2001-01-01	2014-11-17
150 GOOGLE	P	2001-01-01	2014-11-17
890 APACHE	P	2001-01-01	2014-12-04

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)
7,483		11,331	-3,848
21,241		10,212	11,029
197,868		197,085	783
236,698		224,282	12,416
30,321		11,122	19,199
35,153		14,836	20,317
23,460		4,554	18,906
27,594		5,064	22,530
83,633		32,082	51,551
55,171		68,566	-13,395

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,848
			11,029
			783
			12,416
			19,199
			20,317
			18,906
			22,530
			51,551
			-13,395

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.)
2,310 NOBLE CORP PLC	P	2001-01-01	2014-12-04
2,100 GILEAD SCIENCES	P	2001-01-01	2014-12-29
65,000 MASS ST HEALTH ED 5	P	2001-01-01	2015-01-12
75,000 MASS ST HEALTH ED 5	P	2001-01-01	2015-01-12
350 RESMED	P	2001-01-01	2015-01-28
620 PERRIGO	P	2001-01-01	2015-03-10
2,600 TRIMBLE NAVIGATION	P	2001-01-01	2015-03-10
16,417 91 VANGUARD HY CORP ADM	P	2001-01-01	2015-04-10
1,200 CATAPILLAR	P	2001-01-01	2015-05-26
25,000 FLORIDA HURRICANE	P	2001-01-01	2015-05-26

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)
40,344		79,340	-38,996
182,536		43,470	139,066
74,263		65,587	8,676
76,502		75,255	1,247
23,207		10,836	12,371
98,933		94,367	4,566
68,335		51,589	16,746
99,000		96,961	2,039
105,142		88,086	17,056
25,968		25,300	668

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-38,996
			139,066
			8,676
			1,247
			12,371
			4,566
			16,746
			2,039
			17,056
			668

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)
250,000 JPMORGAN CHASE SR NOTE	P	2001-01-01	2015-06-24
355 DANAHER	P	2001-01-01	2014-09-15
65 UNITED TECHNOLOGIES	P	2001-01-01	2014-09-15
375 AMERICAN EXPRESS	P	2001-01-01	2015-05-26
82365 GOGGLE	P	2001-01-01	2015-05-14
2,075 EMERSON ELECTRIC	P	2001-01-01	2015-07-09
2,125 SUNCOR ENERGY	P	2001-01-01	2015-07-28
250 BIOGEN	P	2001-01-01	2015-07-29
BNY MELLON GAINS PER SCH	P	2001-01-01	2015-07-31

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)
250,000		250,000	
27,231		18,826	8,405
7,043		5,748	1,295
30,321		15,931	14,390
432		450	-18
115,773		115,241	532
53,973		82,626	-28,653
76,716		105,941	-29,225
2,890,507		2,782,730	107,777

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	
			8,405
			1,295
			14,390
			-18
			532
			-28,653
			-29,225
			107,777

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
CAMP KV FOR KIDS 31 UNION ST AUGUSTA, ME 04330	NONE	PC	GENERAL	25,000
CATHOLIC CHARITIES OF MAINE PO BOX 10660 PORTLAND, ME 04104	NONE	PC	GENERAL	30,000
DOVER HISTORICAL SOCIETY PO BOX 534 DOVER, MA 02030	NONE	PC	GENERAL	3,000
FRIENDS OF THE MAINE STATE MUSEUM 83 ME-27 AUGUSTA, ME 04333	NONE	PC	GENERAL	50,000
KENNEBEC LAND TRUST 333 MAIN ST WINTHROP, ME 04364	NONE	PC	GENERAL	25,000
MAINE CENTER FOR PUBLIC INTEREST REPORTING PO BOX 284 HALLOWELL, ME 04347	NONE	PC	GENERAL	5,000
MAINE GENERAL MEDICAL CENTER 6 E CHESTNUT ST AUGUSTA, ME 04330	NONE	PC	GENERAL	250,000
PENOBSCOT MARINE MUSEUM 5 CHURCH ST SEARSPORT, ME 04974	NONE	PC	GENERAL	35,000
PINE STREET SOCIETY PO BOX 530 BATH, ME 04530	NONE	PC	GENERAL	25,000
ST ANDREWS EPISCOPAL SCHOOL 8804 POSTOAK RD POTOMAC, MD 20854	NONE	PC	GENERAL	200,000
THE LIFE FLIGHT FDN PO BOX 899 CAMDEN, ME 04843	NONE	PC	GENERAL	25,000
THEATRE AT MONMOUTH 796 MAIN ST MONMOUTH, ME 04259	NONE	PC	GENERAL	30,000
TRANSFIGURATION HERMITAGE 205 WINDSOR NECK RD WINDSOR, ME 04363	NONE	PC	GENERAL	55,000
TRAVIS MILLS FDN 89 WATER ST HALLOWELL, ME 04347	NONE	PC	GENERAL	100,000
UNIVERSITY OF PENNSYLVANIA LAW SCHOOL 3501 SANSOM ST PHILADELPHIA, PA 19104	NONE	PC	GENERAL	50,000
Total				983,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
WINTHROP PUBLIC LIBRARY FDN 399 BOWDOIN ST WINTHROP, ME 04364	NONE	PC	GENERAL	75,000
Total				983,000

TY 2014 Accounting Fees Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCCABE TAX CONSULTING	18,025	18,025		
WELCH FORBES TAX LETTER	400	400		

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

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
770 PARAGON OFFSHORE PLC	2001-01	P	2014-08		7,483	11,331			-3,848	
300 US SILICA HLDGS	2001-01	P	2014-09		21,241	10,212			11,029	
1,600 ISHARES RUSSELL 2000 GROWTH	2001-01	P	2014-10		197,868	197,085			783	
1,000 SP MIDCAP 400	2001-01	P	2014-10		236,698	224,282			12,416	
170 OREILLY AUTOMOTIVE	2001-01	P	2014-11		30,321	11,122			19,199	
395 CVS HEALTH	2001-01	P	2014-11		35,153	14,836			20,317	
220 GILEAD SCIENCES	2001-01	P	2014-11		23,460	4,554			18,906	
250 APPLE	2001-01	P	2014-11		27,594	5,064			22,530	
150 GOOGLE	2001-01	P	2014-11		83,633	32,082			51,551	
890 APACHE	2001-01	P	2014-12		55,171	68,566			-13,395	
2,310 NOBLE CORP PLC	2001-01	P	2014-12		40,344	79,340			-38,996	
2,100 GILEAD SCIENCES	2001-01	P	2014-12		182,536	43,470			139,066	
65,000 MASS ST HEALTH ED 5	2001-01	P	2015-01		74,263	65,587			8,676	
75,000 MASS ST HEALTH ED 5	2001-01	P	2015-01		76,502	75,255			1,247	
350 RESMED	2001-01	P	2015-01		23,207	10,836			12,371	
620 PERRIGO	2001-01	P	2015-03		98,933	94,367			4,566	
2,600 TRIMBLE NAVIGATION	2001-01	P	2015-03		68,335	51,589			16,746	
16,417 91 VANGUARD HY CORP ADM	2001-01	P	2015-04		99,000	96,961			2,039	
1,200 CATAPILLAR	2001-01	P	2015-05		105,142	88,086			17,056	
25,000 FLORIDA HURRICANE	2001-01	P	2015-05		25,968	25,300			668	
250,000 JPMORGAN CHASE SR NOTE	2001-01	P	2015-06		250,000	250,000				
355 DANAHER	2001-01	P	2014-09		27,231	18,826			8,405	
65 UNITED TECHNOLOGIES	2001-01	P	2014-09		7,043	5,748			1,295	
375 AMERICAN EXPRESS	2001-01	P	2015-05		30,321	15,931			14,390	
82365 GOGGLE	2001-01	P	2015-05		432	450			-18	
2,075 EMERSON ELECTRIC	2001-01	P	2015-07		115,773	115,241			532	
2,125 SUNCOR ENERGY	2001-01	P	2015-07		53,973	82,626			-28,653	
250 BIOGEN	2001-01	P	2015-07		76,716	105,941			-29,225	
BNY MELLON GAINS PER SCH	2001-01	P	2015-07		2,890,507	2,782,730			107,777	

TY 2014 General Explanation Attachment

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

TY 2014 Investments Corporate Bonds Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ATT 2.95 2016-05-15	250,934	253,750
AMGEN 2.30 2011-06-30	249,288	252,798
BANK OF AMERICA SR UNSECURED 2.81 2011-07-07	250,000	247,187
BANK OF AMERICA UNSUBORDINATED 5.42 2017-03-15	259,102	264,053
CINTAS 2.85 2016-06-01	250,293	253,852
GENERAL ELECTRIC CAPITAL 4.63 2011-01-07	252,812	276,248
HSBC BK 4.88 2020-08-24	252,032	276,357
KELLOGG 3.25 2011-05-19	250,147	259,065
MAIN ST MAT GAS 5.00 2007-01-09	25,242	25,646
MORGAN STANLEY 0.93 2017-05-31	250,000	246,882
CVS HEALTH CORP SR 2.75 2022-12-01	252,410	241,468
MORGAN STANLEY GLOBAL 4.88 2004-03-30	25,734	26,516
GENERAL ELECTRIC CAPITAL CORP 2.20 2015-01-09	251,139	250,357
ENTERPRISE PRODUCTS 2.55 2019-10-15	10,129	10,026
PRUDENTIAL FINANCIAL 4.75 2015-09-17	5,420	5,024
HYDRO-QUEBEC 2.00 2016-06-30	30,499	30,388
BANK OF AMERICA 2.25 2020-04-21	19,941	19,396
ARROW ELECTRONICS 3.50 2022-04-01	14,947	14,753
ORACLE 2.50 2022-05-15	14,947	14,577
FORD MOTOR CREDIT 3.00 2017-06-12	14,998	15,285

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BLACKROCK 6.25 2017-09-15	23,725	22,049
VERIZON COMMUNICATIONS 3.65 2018-09-14	15,792	15,768
MET LIFE GLOB FUND 7.72 2019-02-15	24,827	23,853
ABBVIE 1.80 2018-05-14	14,985	14,959
ONTARIO PROVINCE 4.00 2019-10-07	27,452	27,229
PEPSICO 4.50 2020-01-15	22,558	21,919
SIMON PROPERTY GROUP LP 5.65 2020-02-01	22,034	22,773
TELEFONICA EMISIONES SAU 5.13 2020-04-27	24,195	27,601
HSBC FINANCE 6.68 2021-01-15	27,133	29,187
PETROBRAS INTL FIN 5.38 2021-01-27	15,533	13,964
GENERAL ELEC CAP 5.30 2021-02-11	32,624	33,879
ATT 4.45 2021-05-15	32,836	31,921
BOSTON PROPERTIES 4.13 2021-05-15	20,077	21,246
TIME WARNER 4.00 2022-01-15	20,795	20,627
A.B.B. FINANCE USA 2.88 2022-05-08	24,456	24,651
ANHEUSER-BUSCH INBEV WOR 2.50 2022-07-15	24,448	24,103
COMCAST 3.13 2022-07-15	30,431	30,145
EASTMAN CHEMICAL 3.60 2022-08-15	20,107	20,220
GOLDMAN SACHS GRP 6.75 1937-10-01	18,637	23,934
RABOBANK NEDERLAND 4.50 2021-01-11	27,480	27,306

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMGEN 5.65 2042-06-15	22,443	22,221
WF-RBS COMMERCIAL MORTGAGE TR 2.68 2044-11-15	30,396	30,387
ORACLE 2.38 2019-01-15	15,212	15,240
BP CAPITAL MARKETS 4.75 2009-03-10	11,106	10,947
APPLE 2.40 2023-05-03	245,588	238,793
CITIGROUP 2.50 2014-07-29	9,924	10,029
CONTINENTAL RESOURCES 3.80 2024-06-01	9,750	8,804
AMERICREDIT AUTOMOTIVE 1.00 2017-12-08	7,340	7,335
NYSE EURONEXT 2.00 2017-10-05	14,950	15,163
WALGREEN 3.10 2022-09-15	9,905	9,715
AMAZON.COM 2.50 2022-11-29	14,874	14,315
INTEL 2.70 2022-12-15	9,957	9,705
JP MORGAN CHASE 3.38 2023-05-01	19,624	19,590
PETROLEOS MEXCANOS 4.88 2022-01-24	21,144	20,770
EBAY 2.88 2021-08-01	14,967	14,428
BURLINGTON NORTH SANTA FE 3.45 2021-09-15	15,607	15,518
BANK OF AMERICA 2.60 2019-01-15	20,056	20,242
CITIGROUP 2.50 2018-09-26	20,150	20,252
WACHOVIA 5.63 2016-10-15	16,577	15,796
TOYOTA MOTOR CREDIT 1.13 2017-05-16	14,992	15,030

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ROYAL BANK OF CANADA 1.25 2017-06-16	19,992	19,993
PETROBRAS INFL FIN 6.13 2016-10-06	5,038	5,099
FIDELITY NATIONALINFORM 3.88 2024-06-05	20,862	19,205
SOUTHWESTERN ENERGY 4.95 2024-01-23	10,153	9,797
ADOBE SYSTEMS 3.25 2025-02-01	14,848	14,507
SPECTRA ENERGY PARTNERS 3.50 2025-03-15	9,964	9,525
CVS HEALTH CORP 4.88 2035-07-20	14,766	15,508
21ST CENTURY FOX AMERICA 6.15 2037-03-01	17,914	17,434
VERIZON COMMUNICATIONS 6.55 2043-09-15	17,642	17,721
MICROSOFT 3.75 2045-02-12	19,847	18,294
STARBUCKS 4.30 2045-06-15	14,949	15,137
INTEL 4.90 2045-07-29	15,076	15,407

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3060 shares of CARMAX	102,662	197,401
1000 shares of OREILLY AUTOMOTIVE	65,424	240,310
3850 shares of JOHNSON CONTROLS	157,630	175,406
1285 shares of UNITED TECHNOLOGIES	101,609	128,898
550 shares of IBM	44,650	89,094
1975 shares of AFLAC	91,049	126,499
2800 shares of METLIFE	131,740	156,072
1000 shares of AMERICAN EXPRESS	42,060	76,060
1450 shares of NOVARTIS	88,551	150,438
1370 shares of PEPSICO	76,560	132,000
2200 shares of APPLE	44,570	266,860
300 shares of GOOGLE CLASS C	113,835	187,683
4000 shares of ENTERPRISE PRODUCTS PARTNERS	89,830	113,320
1500 shares of MCDONALDS	133,297	149,790
2200 shares of FISERV	72,882	191,092
2500 shares of CVS CAREMARK	90,562	281,175
760 shares of COCA COLA	30,524	38,821
1020 shares of WAL-MART STORES	79,259	73,420
1212 shares of PROCTER GAMBLE	75,383	92,960
1000 shares of CONOCOPHILLIPS	63,310	50,340
940 shares of CHEVRON	100,622	83,171
1300 shares of SCHLUMBERGER	110,610	107,666
1320 shares of AMERIPRISE FINANCIAL	47,657	165,884
2635 shares of JPMORGAN CHASE	129,849	180,577
9700 shares of BANK OF AMERICA	112,935	173,436
2250 shares of RESMED	68,375	130,388
1675 shares of STRYKER	97,421	171,302
1865 shares of DANAHER	79,944	170,759
660 shares of ROPER TECHNOLOGIES	115,061	110,398
850 shares of STERICYCLE	73,701	119,824

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1525 shares of ANSYS	84,024	143,579
2590 shares of CISCO SYSTEMS	71,802	73,608
2100 shares of QUALCOMM	94,944	135,219
1500 shares of ECOLAB	83,588	173,715
1175 shares of PRAXAIR	108,358	134,115
2275 shares of VERIZON COMMUNICATIONS	83,979	106,447
2400 shares of ORACLE	50,977	95,856
2000 shares of VISA INC CL A	135,055	150,680
245 shares of ANADARKO PETROLEUM	26,081	18,216
778 shares of OCCIDENTAL PETROLEUM	56,016	54,616
400 shares of CATERPILLAR	35,036	31,452
180 shares of DANAHER	5,551	16,481
3840 shares of GENERAL ELECTRIC	87,168	100,224
80 shares of AMAZON.COM	32,034	42,892
190 shares of CBS CL B	10,817	10,159
500 shares of CARNIVAL	20,214	26,645
725 shares of PEPSICO	45,077	69,854
70 shares of PHILIP MORRIS INTL	2,955	5,987
110 shares of MCKESSON	4,909	24,263
495 shares of MERCK	25,142	29,185
1145 shares of PFIZER	27,344	41,289
102 shares of AMERIPRISE FINANCIAL	2,435	12,818
1745 shares of BANK OF AMERICA	22,178	31,201
2280 shares of CAPITAL ONE FINANCIAL	167,026	185,364
930 shares of JPMORGAN CHASE	44,777	63,733
402 shares of WELLS FARGO	10,933	23,264
855 shares of APPLE	72,758	103,712
42 shares of GOOGLE CL A	14,968	27,615
42 shares of GOOGLE CL C	14,956	26,276
950 shares of ORACLE	41,895	37,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
660 shares of ATT	23,008	22,928
240 shares of COGNIZANT TECHNOLOGY SOLUTIONS	8,099	15,144
572 shares of EOG RES	44,792	44,153
79 shares of FEDEX	7,227	13,542
64 shares of INTERCONTINENTAL EXCHANGE	7,924	14,595
162 shares of INTUIT	8,354	17,135
130 shares of ACCENTURE PLC	9,456	13,404
340 shares of AMERICAN INTL GROUP	16,369	21,801
450 shares of CVS CAREMARK	25,876	50,612
1730 shares of CISCO SYSTEMS	42,547	49,167
630 shares of CONAGRA	23,110	27,758
450 shares of FACEBOOK	19,397	42,305
200 shares of ELI LILLY	14,292	16,902
160 shares of NIKE	8,720	18,435
575 shares of SCHLUMBERGER	49,149	47,622
430 shares of TEXAS INSTRUMENTS	16,288	21,491
556 shares of VISA	31,610	41,889
210 shares of MARTIN MARIETTA MATLS	20,854	32,932
280 shares of TWENTY-FIRST CENTURY FOX	8,858	9,657
1250 shares of JOHNSON JOHNSON	80,092	125,262
120 shares of DELPHI AUTOMOTIVE PLC	6,611	9,370
120 shares of TYCO INTL	4,509	4,559
170 shares of AMC NETWORKS	10,804	14,317
400 shares of ABBVIE	27,632	28,004
180 shares of ADOBE SYSTEMS	8,535	14,758
170 shares of AKAMAI TECHNOLOGIES	11,220	13,041
85 shares of ALEXION PHARMACEUTICALS	9,815	16,782
1160 shares of APPLIED MATERIALS	22,678	20,138
250 shares of ARCHER DANIELS MIDLAND	12,989	11,855
194 shares of BERKSHIRE HATHAWAY	23,140	27,692

Name of Stock	End of Year Book Value	End of Year Fair Market Value
73 shares of BIOGEN	19,903	23,271
38 shares of BLACKROCK	12,147	12,780
350 shares of BRISTOL-MYERS SQUIBB	19,516	22,974
300 shares of CARDINAL HEALTH	15,671	25,494
170 shares of ALLSTATE	9,588	11,722
290 shares of COMCAST	12,977	18,099
150 shares of DELTA AIR LINES	3,093	6,651
200 shares of DOLLAR GENERAL	16,688	15,606
350 shares of DOW CHEMICAL	14,472	16,471
169 shares of GOLDMAN SACHS	27,989	34,657
240 shares of HARTFORD FINL	7,521	11,412
160 shares of HEWLETT PACKARD	4,810	4,883
158 shares of HOME DEPOT	12,523	18,491
474 shares of HONEYWELL INTL	41,944	49,794
81 shares of ILLUMINA	8,362	17,763
120 shares of KOHLS	6,134	7,358
160 shares of MOLSON COORS BREWING	11,063	11,382
700 shares of MONDELEZ INTL	23,918	31,591
620 shares of MORGAN STANLEY	19,148	24,081
260 shares of NRG YIELD A	4,670	5,125
260 shares of NRG YIELD	4,617	5,015
200 shares of OMNICOM GROUP	13,261	14,616
260 shares of OWENS CORNING	11,258	11,661
110 shares of PNC FINANCIAL	8,366	10,800
340 shares of PHILLIPS 66	21,458	27,030
66 shares of PRECISION CASTPARTS	14,690	12,865
20 shares of PRICELINE.COM	19,684	24,871
32 shares of REGENERON PHARMACEUTICALS	8,409	17,717
310 shares of SALESFORCE.COM	13,983	22,723
530 shares of TD AMERITRADE HOLDING	14,353	19,467

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 shares of ULTA SALON COSMETICS	9,530	16,603
122 shares of UNDER ARMOUR	4,236	12,118
276 shares of UNITEDHEALTH GROUP	23,688	33,506
170 shares of VERTEX PHARMACEUTICALS	14,419	22,950
240 shares of VIACOM	16,254	13,680
630 shares of VOYA FINANCIAL	24,133	29,579
210 shares of VULCAN MATERIALS	11,303	19,114
2280 shares of CELGENE	183,057	299,250
1000 shares of LINEAR TECHNOLOGY	47,270	41,000
2700 shares of US SILICA	88,322	60,804
75 shares of ALLERGAN	15,776	24,836
101 shares of MALLINCKRODT	12,965	12,520
200 shares of MEDTRONIC	15,375	15,678
116 shares of AVAGO TECHNOLOGIES	16,297	14,516
720 shares of BOSTON SCIENTIFIC	12,942	12,484
170 shares of FNFV GROUP	6,335	6,645
280 shares of FORTINET	7,381	13,367
170 shares of CAPITAL ONE FINANCIAL	13,490	13,821
200 shares of CINEMARK HOLDINGS	8,311	7,892
380 shares of HANESBRANDS	12,828	11,791
1260 shares of INTERPUBLIC	26,013	26,838
100 shares of KELLOGG	6,433	6,617
200 shares of ESTEE LAUDER	14,880	17,822
56 shares of LINKED IN	12,570	11,383
100 shares of LULULEMON	6,376	6,286
130 shares of MCDONALDS	13,001	12,982
330 shares of MICROCHIP TECHNOLOGY	14,748	14,137
210 shares of THE MOSAIC CO	10,381	9,017
44 shares of NORTHRUP GRUMMAN	6,031	7,612
80 shares of PACKAGING CORP	5,609	5,663

Name of Stock	End of Year Book Value	End of Year Fair Market Value
320 shares of POTASH CORP OF SASKATCHEWAN	11,545	8,698
250 shares of PRUDENTIAL FINANCIAL	20,487	22,090
222 shares of RAYTHEON	22,551	24,218
930 shares of REGIONS FINL	9,209	9,663
390 shares of SCHWAB CHARLES	12,771	13,603
90 shares of SPLUNK	6,256	6,295
51 shares of TESLA MOTORS	10,854	13,574
490 shares of UNITED TECHNOLOGIES	56,499	49,152
480 shares of VERIZON COMMUNICATIONS	23,910	22,459
260 shares of MARSH MCLENNAN	13,122	15,064

TY 2014 Investments Government Obligations Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

**US Government Securities - End of
Year Book Value:** 1,409,341

**US Government Securities - End of
Year Fair Market Value:** 1,415,280

**State & Local Government
Securities - End of Year Book
Value:** 405,350

**State & Local Government
Securities - End of Year Fair
Market Value:** 418,932

TY 2014 Investments - Other Schedule**Name:** THE WINDOVER FOUNDATION**EIN:** 04-6897800**Software ID:** 14000292**Software Version:** 14.4.1.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD HIGH YIELD CORPORATE	FMV	96,044	98,710
BNY MELLON SHORT-TERM US GOVT	FMV	147,240	142,320
BNY MELLON BOND FUND	FMV	515,952	501,076
DREYFUS SELECT MANAGERS SM CAP VALUE	FMV	146,000	158,675
DREYFUS INTL STOCK FUND	FMV	259,297	272,560
DREUFUS/NEWTON INTL EQUITY	FMV	255,770	284,053
BNY MELLON EMERGING MARKETS FD	FMV	623,242	613,550
BNY MELLON FOCUSED EQUITY OPPOR FD	FMV	198,005	235,699
DREYFUS US EQUITY FUND	FMV	400,000	543,054
BNY MELLON MID CAP STOCK FUND	FMV	334,386	395,529
DREYFUS SELECT MANAGERS SM CAP GR	FMV	146,000	211,291
BNY MELLON INCOME STOCK FUND	FMV	400,000	516,972
FIRST TRUST NORTH AMERICAN	FMV	156,778	142,215
DREYFUS MIDCAP INDEX FUND	FMV	60,820	78,200
POWERSHARES SENIOR LOAN PORT	FMV	123,103	118,450
ISHARES MSCI EAFE INDEX FD	FMV	93,159	106,887
ISHARES RUSSELL 2000 GROWTH	FMV	154,015	154,950
ISHARES US PREFERRED STOCK	FMV	100,300	98,800
COMMUNICATIONS SALES LEASING	FMV	16,350	11,134

TY 2014 Other Decreases Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Description	Amount
FISCAL 7/31/14 FEDERAL TAX	2,096
FISCAL 7/31/15 FEDERAL ESTIMATED PAYMENTS	7,500
AMORTIZATION OF TAX EXEMPT BONDS- WELCH FORBES	13,208

TY 2014 Other Income Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK OF AMERICA CLASS ACTION PROCEEDS	5,700	5,700	

TY 2014 Other Increases Schedule**Name:** THE WINDOVER FOUNDATION**EIN:** 04-6897800**Software ID:** 14000292**Software Version:** 14.4.1.0

Description	Amount
TAX EXEMPT INTEREST- WELCH FORBES	17,542
TAX EXEMPT INTEREST- BNY MELLON	919
ACCRETION OF TAX EXEMPT BONDS	44

TY 2014 Other Professional Fees Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELCH FORBES-INVESTMENT MGT	62,148	62,148		
BNY MELLON- INVESTMENT MGT	34,324	34,324		

TY 2014 Taxes Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASS EXCISE TAX	125			125