



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



**EXTENSION GRANTED TO 11/15/2017**  
**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.

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation		A Employer identification number			
WINDHORSE FOUNDATION C/O WINDHORSE CAPITAL MANAGEMENT		04-6707664			
Number and street (or P O box number if mail is not delivered to street address) <b>125 HIGH STREET, 22ND FLOOR</b>		Room/suite			
City or town, state or province, country, and ZIP or foreign postal code <b>BOSTON, MA 02110-2704</b>					
G Check all that apply		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
<b>► \$ 4,463,691.</b> (Part I, column (d) must be on cash basis)					
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))					
Revenue	1 Contributions, gifts, grants, etc., received	50,010.	N/A		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	22.	22.	STATEMENT 2	
	4 Dividends and interest from securities	58,271.	18,004.	STATEMENT 3	
	5a Gross rents	-223.	-223.	STATEMENT 4	
	b Net rental income or (loss)	-223.			
	6a Net gain or (loss) from sale of assets not on line 10	146,647.		STATEMENT 1	
	b Gross sales price for all assets on line 6a	164,263.			
	7 Capital gain net income (from Part IV, line 2)		146,695.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,764.	939.	STATEMENT 5		
12 Total Add lines 1 through 11	257,491.	165,437.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 6	4,400.	0.	
	c Other professional fees				
	17 Interest		1.	1.	
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	10,286.	10,223.	60.
	24 Total operating and administrative expenses	Add lines 13 through 23	14,687.	10,224.	4,060.
25 Contributions, gifts, grants paid		255,115.		255,115.	
26 Total expenses and disbursements	Add lines 24 and 25	269,802.	10,224.	259,175.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-12,311.			
b Net investment income (if negative, enter -0-)			155,213.		
c Adjusted net income (if negative, enter -0-)				N/A	

## WINDHORSE FOUNDATION

Form 990-PF (2016)

## C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 2

**Part II** Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		183,481.	30,680.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - US and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 8	3,498,718.	3,572,243.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►	STATEMENT 9	15,979.	77,124.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,698,178.	3,680,047.
				4,463,691.
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			
	22 Other liabilities (describe ►			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	0.
	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		3,036,928.	3,036,928.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		661,250.	643,119.
	30 Total net assets or fund balances		3,698,178.	3,680,047.
	31 Total liabilities and net assets/fund balances		3,698,178.	3,680,047.

**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	3,698,178.
2 Enter amount from Part I, line 27a	2	-12,311.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,685,867.
5 Decreases not included in line 2 (itemize) ► <b>PRIOR PERIOD ADJUSTMENT</b>	5	5,820.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,680,047.

Form 990-PF (2016)

623511 11-23-16

08281106 700786 21020

2016.04030 WINDHORSE FOUNDATION C/O WI 21020\_1

## WINDHORSE FOUNDATION

Form 990-PF (2016)

## C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 3

**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.)
<b>1a FROM PASS-THROUGH ENTITIES</b>			<b>12/31/16</b>
<b>b FROM PASS-THROUGH ENTITIES</b>			<b>12/31/16</b>
<b>c FROM PASS-THROUGH ENTITIES</b>			<b>12/31/16</b>
<b>d TIFF PARTNERS II, LLC LIQUIDATION</b>	<b>P</b>		<b>12/31/16</b>
<b>e CAPITAL GAINS DIVIDENDS</b>			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		11.	-11.
b		17,557.	-17,557.
c			0.
d	144,301.		144,301.
e	19,962.		19,962.
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			-11.
b			-17,557.
c			0.
d			144,301.
e			19,962.
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	146,695.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	264,882.	4,891,766.	.054149
2014	247,171.	5,049,133.	.048953
2013	164,105.	4,864,354.	.033736
2012	187,352.	4,544,211.	.041229
2011	184,520.	4,485,877.	.041134

2 Total of line 1, column (d)

2 .219201

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 .043840

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 4,560,219.

5 Multiply line 4 by line 3

5 199,920.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,552.

7 Add lines 5 and 6

7 201,472.

8 Enter qualifying distributions from Part XII, line 4

8 259,175.

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.

## WINDHORSE FOUNDATION

Form 990-PF (2016)

## C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1 1,552.
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	
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-)	
3	Add lines 1 and 2	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3 1,552.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0-	4 0.
6	<b>Credits/Payments:</b>	5 1,552.
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 2,316.
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 2,316.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10 764.
11	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ►	11 0.

## Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <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>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
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>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>VA</u>		
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Form 990-PF (2016)

**WINDHORSE FOUNDATION**  
**C/O WINDHORSE CAPITAL MANAGEMENT**

Form 990-PF (2016)

04-6707664

Page 5

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

	<b>Yes</b>	<b>No</b>
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>THE ORGANIZATION</u> Located at ► <u>125 HIGH STREET, 22ND FLOOR, BOSTON, MA</u> Telephone no ► <u>617-850-9160</u> ZIP+4 ► <u>02110-2704</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X

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

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

	<b>Yes</b>	<b>No</b>
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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Form 990-PF (2016)

## WINDHORSE FOUNDATION

Form 990-PF (2016)

## C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 6

**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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(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		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(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		
(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		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A					
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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?	<input type="checkbox"/>			Yes	<input checked="" type="checkbox"/>	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>					
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?	<input type="checkbox"/>			Yes	<input checked="" type="checkbox"/>	No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>			N/A		
<b>Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors</b>				7b		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID A SALEM 125 HIGH STREET 22ND FLOOR BOSTON, MA 02110-2704	TRUSTEE 1.50	0.	0.	0.
RICHARD M SALEM PO BOX 1957 TELLURIDE, CO 81435-1957	TRUSTEE 1.50	0.	0.	0.

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

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

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

 0

Form 990-PF (2016)

## WINDHORSE FOUNDATION

Form 990-PF (2016)

C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 7

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

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

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

0

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

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

Expenses

**1 THE FUND HAS NO DIRECT CHARITABLE ACTIVITY.**

0.

2

3

4

**Part IX-B Summary of Program-Related Investments**

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

Amount

**1 THE FUND HAS NO PROGRAM-RELATED INVESTMENTS.**

0.

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3 ►

0.

Form 990-PF (2016)

## WINDHORSE FOUNDATION

Form 990-PF (2016) C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 8

**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	4,429,258.
b Average of monthly cash balances	1b	200,406.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	4,629,664.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1	3	4,629,664.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,445.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,560,219.
6 <b>Minimum investment return</b> Enter 5% of line 5	6	228,011.

**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	228,011.
2a Tax on investment income for 2016 from Part VI, line 5	2a	1,552.
b Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,552.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	226,459.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	226,459.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	226,459.

**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	259,175.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	259,175.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,552.
6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	257,623.

**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.

Form 990-PF (2016)

**WINDHORSE FOUNDATION**  
**C/O WINDHORSE CAPITAL MANAGEMENT**

Form 990-PF (2016)

04-6707664

Page 9

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				<u>226,459.</u>
2 Undistributed income, if any, as of the end of 2015			<u>52,017.</u>	
a Enter amount for 2015 only				
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>259,175.</u>			<u>52,017.</u>	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2016 distributable amount				<u>207,158.</u>
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				<u>19,301.</u>
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 2011 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

## WINDHORSE FOUNDATION

Form 990-PF (2016)

C/O WINDHORSE CAPITAL MANAGEMENT

04-6707664

Page 10

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

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

## 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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:

SEE STATEMENT 11

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

**c Any submission deadlines:**

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

**WINDHORSE FOUNDATION**  
**C/O WINDHORSE CAPITAL MANAGEMENT**

Form 990-PF (2016)

04-6707664 Page 11

**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
<b>a Paid during the year</b>				
BRIGHAM & WOMEN'S HOSPITAL 75 FRANCIS ST BOSTON, MA 02115	N/A	PC	GENERAL PURPOSES OF DONEE	5,000.
CHARITY WALK 2016 C/O HLTA 2270 KALAKAUA AVE HONOLULU, HI 96815	N/A	PC	GENERAL PURPOSES OF DONEE	250.
DANA FARBER CANCER CENTER 450 BROOKLINE AVE BOSTON, MA 02215	N/A	PC	GENERAL PURPOSES OF DONEE	5,000.
HAWAII PUBLIC RADIO 738 KAHEKA ST HONOLULU, HI 96814	N/A	PC	GENERAL PURPOSES OF DONEE	365.
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS 22 CHURCH ST DEER ISLE, ME 04627	N/A	PC	GENERAL PURPOSES OF DONEE	2,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 255,115.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

Form 990-PF (2016)

623611 11-23-16

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,784.		205,697.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		207,481.

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



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

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

OMB No 1545-0047

**2016****Name of the organization****WINDHORSE FOUNDATION  
C/O WINDHORSE CAPITAL MANAGEMENT****Employer identification number****04-6707664****Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

# **FOR IRS USE ONLY NOT FOR PUBLIC INSPECTION**

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

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

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ► \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

WINDHORSE FOUNDATION  
C/O WINDHORSE CAPITAL MANAGEMENT

Employer identification number

04-6707664

**Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN F GIFFORD 86 COLBOURNE CRESCENT BROOKLINE, MA 02445	\$ 50,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)

Name of organization

WINDHORSE FOUNDATION  
C/O WINDHORSE CAPITAL MANAGEMENT

Employer identification number

04-6707664

## Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	<b>FOR IRS USE ONLY NOT FOR PUBLIC INSPECTION</b>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

**Name of organization**

**Employer identification number**

## WINDHORSE FOUNDATION

C/O WINDHORSE CAPITAL MANAGEMENT

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		<b>FOR IRS USE ONLY</b> <b>NOT FOR PUBLIC INSPECTION</b>	
		(e) Transfer of gift	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGH ENTITIES	PURCHASED		12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	11.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGH ENTITIES	PURCHASED		12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	17,557.	0.	0.	-17,557.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PASS-THROUGH ENTITIES	PURCHASED		12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	48.	0.	0.	-48.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF PARTNERS II, LLC LIQUIDATION		PURCHASED		12/31/16
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
144,301.	0.	0.	0.	144,301.
CAPITAL GAINS DIVIDENDS FROM PART IV				19,962.
TOTAL TO FORM 990-PF, PART I, LINE 6A				146,647.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	22.	22.	
TOTAL TO PART I, LINE 3	22.	22.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASS-THROUGH ENTITIES	4,701.	0.	4,701.	4,701.	
FROM PASS-THROUGH ENTITIES	7.	0.	7.	0.	
TIFF MULTI-ASSET FUND	73,050.	19,962.	53,088.	12,828.	
TIFF SHORT-TERM FUND	475.	0.	475.	475.	
TO PART I, LINE 4	78,233.	19,962.	58,271.	18,004.	

FORM 990-PF	RENTAL INCOME	STATEMENT 4
-------------	---------------	-------------

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FROM PASS-THROUGH ENTITIES	1	-223.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-223.

FORM 990-PF	OTHER INCOME	STATEMENT 5
-------------	--------------	-------------

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASS-THROUGH ENTITIES	1,825.	0.	
FROM PASS-THROUGH ENTITIES	307.	307.	
FROM PASS-THROUGH ENTITIES	632.	632.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,764.	939.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 6
-------------	-----------------	-------------

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	4,400.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	4,400.	0.		4,000.

FORM 990-PF	OTHER EXPENSES	STATEMENT 7
-------------	----------------	-------------

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	60.	0.		60.
PORTFOLIO EXPENSES FROM PASS-THRU INVEST	10,056.	10,056.		0.
OTHER DEDUCTIONS FROM PASS-THRU INVEST	17.	17.		0.
NONDEDUCTIBLE EXP FROM PASS-THRU INVEST	3.	0.		0.

WINDHORSE FOUNDATION C/O WINDHORSE CAPIT

04-6707664

BANK CHARGES & WIRE FEES	150.	150.	0.
TO FORM 990-PF, PG 1, LN 23	10,286.	10,223.	60.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF ABSOLUTE RETURN POOL CL B	COST	1,752,862.	2,604,299.
TIFF MULTI-ASSET FUND	COST	1,464,477.	1,356,011.
TIFF SHORT-TERM FUND	COST	354,904.	354,169.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,572,243.	4,314,479.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
-------------	--------------	-----------	---

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TIFF PARTNERS II LLC	-119,907.	0.	0.
TIFF REALTY & RESOURCES I LLC	-79,489.	-82,337.	17,828.
TIFF PARTNERS III LLC	24,219.	15,585.	7,894.
TIFF PARTNERS IV LLC	156,122.	109,585.	77,951.
TIFF REAL ESTATE PARTNERS I	35,034.	34,291.	14,859.
TO FORM 990-PF, PART II, LINE 15	15,979.	77,124.	118,532.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
-------------	--	-----------	----

NAME OF MANAGER

DAVID A SALEM  
RICHARD M SALEM

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID A SALEM  
125 HIGH STREET 22ND FLOOR  
BOSTON, MA 02110-2704

## TELEPHONE NUMBER

617-850-9160

## FORM AND CONTENT OF APPLICATIONS

ALTHOUGH THE APPLICATION MUST BE IN WRITING, NO PARTICULAR FORM OR INFORMATION IS REQUIRED.

## ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

## RESTRICTIONS AND LIMITATIONS ON AWARDS

THE TRUST MAKES GRANTS ONLY TO ORGANIZATIONS EXEMPT FROM TAX UNDER SEC. 501(A) IRC, DESCRIBED IN SEC. 501(C)(3) IRC AND SEC 509(A)(1)-(3) IRC.

**WINDHORSE FOUNDATION  
C/O WINDHORSE CAPITAL MANAGEMENT**

04-6707664

**Part XV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MANAO HANA HOU RADIO PO BOX 2203 WAILUKU, HI 96793	N/A	PC	GENERAL PURPOSES OF DONEE	2,500.
MASSACHUSETTS GENERAL HOSPITAL FUND 55 FRUIT ST BOSTON, MA 02114	N/A	PC	GENERAL PURPOSES OF DONEE	1,500.
MAUI ARTS & CULTURAL CENTER ONE CAMERON WAY KAHULUI, HI 96732	N/A	PC	GENERAL PURPOSES OF DONEE	5,000.
NANTUCKET CONSERVATION FOUNDATION 118 CLIFF RD NANTUCKET, MA 02554	N/A	PC	GENERAL PURPOSES OF DONEE	1,500.
NORTH BENNET STREET SCHOOL 150 NORTH ST BOSTON, MA 02109	N/A	PC	GENERAL PURPOSES OF DONEE	10,000.
PACIFIC CANCER FOUNDATION 95 MAHALANI ST, SUITE 8 WAILUKU, HI 96793	N/A	PC	GENERAL PURPOSES OF DONEE	250.
PAIA YOUTH COUNCIL INC PO BOX 790999 PAIA, HI 96779	N/A	PC	GENERAL PURPOSES OF DONEE	1,000.
SALEM STATE UNIVERSITY FOUNDATION 352 LAFAYETTE ST SALEM, MA 01970	N/A	PC	GENERAL PURPOSES OF DONEE	2,500.
SEABURY HALL ANNUAL GIVING 480 OLINDA RD MAKAWAO, HI 96768	N/A	PC	GENERAL PURPOSES OF DONEE	6,250.
SHEEP MOUNTAIN ALLIANCE 218 W COLORADO AVE TELLURIDE, CO 81435	N/A	PC	GENERAL PURPOSES OF DONEE	1,000.
<b>Total from continuation sheets</b>				<b>242,000.</b>

**WINDHORSE FOUNDATION  
C/O WINDHORSE CAPITAL MANAGEMENT**

04-6707664

**Part XV | Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST PAUL'S CHURCH 20 FAIR ST <u>NANTUCKET, MA 02554</u>	N/A	PC	GENERAL PURPOSES OF DONEE	1,000.
THE CLEMENTE COURSE IN THE HUMANITIES 19 KINGSBURY ST <u>WELLESLEY, MA 02481</u>	N/A	PC	GENERAL PURPOSES OF DONEE	1,000.
THE THACHER SCHOOL 5025 THACHER RD <u>OJAI, CA 93023</u>	N/A	PC	GENERAL PURPOSES OF DONEE	200,000.
TOKONI FUND 75 N CHURCH ST #3 <u>WAILUKU, HI 96793</u>	N/A	PC	GENERAL PURPOSES OF DONEE	6,000.
TUCK ANNUAL GIVING 100 TUCK HALL <u>HANOVER, NH 03755</u>	N/A	PC	GENERAL PURPOSES OF DONEE	2,500.
<b>Total from continuation sheets</b>				

823831  
04-01-16