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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation: **THE WINDMILL FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 424**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **SPRINGHOUSE, PA 19477**

A Employer identification number: **46-5340870**

B Telephone number: **215-350-4977**

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

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

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

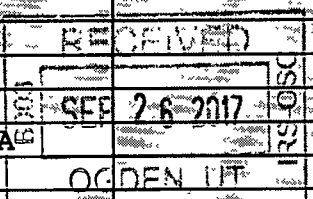
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 7,890,901.**

J Accounting method: Cash Accrual Other (specify) _____

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,545,790.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		136,908.	131,882.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,243,015.			
b Gross sales price for all assets on line 6a		9,518,953.			
7 Capital gain net income (from Part IV, line 2)			1,243,015.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-10,272.	-10,272.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		4,915,441.	1,364,625.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		7,393.	0.	0.	7,393.
b Accounting fees STMT 4		12,945.	0.	0.	12,945.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		4,000.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		36,274.	16,345.	0.	17,228.
24 Total operating and administrative expenses. Add lines 13 through 23		60,612.	16,345.	0.	37,566.
25 Contributions, gifts, grants paid		388,614.			388,614.
26 Total expenses and disbursements. Add lines 24 and 25		449,226.	16,345.	0.	426,180.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,466,215.			
b Net investment income (if negative, enter -0-)			1,348,280.		
c Adjusted net income (if negative, enter -0-)				0.	

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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	207,648.	284,188.	284,188.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 9 2,457,975.	4,916,509.	5,097,833.
	c Investments - corporate bonds	STMT 10 461,368.	1,338,755.	1,304,022.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 11 349,609.	1,252,737.	1,204,858.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe ACCRUED INCOME/INCO)	2,239.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,478,839.	7,792,189.	7,890,901.	
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)			
23 Total liabilities (add lines 17 through 22)	0.	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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,478,839.	7,792,189.		
30 Total net assets or fund balances	3,478,839.	7,792,189.		
31 Total liabilities and net assets/fund balances	3,478,839.	7,792,189.		

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	3,478,839.
2 Enter amount from Part I, line 27a	2	4,466,215.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	38,781.
4 Add lines 1, 2, and 3	4	7,983,835.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	191,646.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,792,189.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	9,518,953.	8,275,938.	1,243,015.

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	
a			
b			
c			
d			
e			1,243,015.

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	1,243,015.
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	71,442.

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	4,168,668.	4,960,928.	.840300
2014	573,006.	8,183,703.	.070018
2013	471,929.	7,730,278.	.061049
2012	414,692.	7,300,266.	.056805
2011	409,215.	7,502,869.	.054541
2	Total of line 1, column (d)		1.082713
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		.216543
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		6,006,263.
5	Multiply line 4 by line 3		1,300,614.
6	Enter 1% of net investment income (1% of Part I, line 27b)		13,483.
7	Add lines 5 and 6		1,314,097.
8	Enter qualifying distributions from Part XII, line 4		426,180.

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 instructions)

- 1a Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b
- 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
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
- 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments:
 - a 2016 estimated tax payments and 2015 overpayment credited to 2016
 - b Exempt foreign organizations - tax withheld at source
 - c Tax paid with application for extension of time to file (Form 8868)
 - d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached
- 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
- 11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** **Refunded**

6a	1,361.
6b	
6c	27,500.
6d	

1	26,966.
2	0.
3	26,966.
4	0.
5	26,966.
7	28,861.
8	26.
9	
10	1,869.
11	0.

Part VII-A: Statements Regarding Activities

- 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?
- 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.
- 1c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- 4b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
- 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?
- 7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA
- 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*
- 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)? *If "Yes," complete Part XIV*
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

N/A

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X
14 The books are in care of ► <u>GEORGE M. DEMPSTER, ESQUIRE</u> Telephone no. ► <u>215-639-4070</u> Located at ► <u>FIVE NESHAMINY INTERPLEX, SUITE 315, TREVOSE, PA</u> ZIP+4 ► <u>19053</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		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 ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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(i)(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 <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN JACKSON TRESSIDER 527 TENNIS AVENUE AMBLER, PA 19002	DIRECTOR, PRESIDENT, & TREA	0.00	0.	0.
RICHARD TRESSIDER 527 TENNIS AVENUE AMBLER, PA 19002	DIRECTOR, VICE PRESIDENT, &	0.00	0.	0.

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

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

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

Part 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
NONE		

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 N/A	
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 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,344,092.
b	Average of monthly cash balances	1b	385,621.
c	Fair market value of all other assets	1c	1,368,016.
d	Total (add lines 1a, b, and c)	1d	6,097,729.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,097,729.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,466.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,006,263.
6	Minimum investment return. Enter 5% of line 5	6	300,313.

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	300,313.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	26,966.
2b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	273,347.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	273,347.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	273,347.

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	426,180.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	426,180.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	426,180.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				273,347.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013	69,448.			
d From 2014	191,618.			
e From 2015	3,825,721.			
f Total of lines 3a through e	4,086,787.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	426,180.			
a Applied to 2015, but not more than line 2a			0.	
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				273,347.
e Remaining amount distributed out of corpus	152,833.			
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	4,239,620.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
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	4,239,620.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	69,448.			
c Excess from 2014	191,618.			
d Excess from 2015	3,825,721.			
e Excess from 2016	152,833.			

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- 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:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABINGTON MEMORIAL HOSPITAL		P	FUNDRAISING	1,614.
SEE STATEMENT C		P		387,000.
Total			▶ 3a	388,614.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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.

OMB No 1545-0047

2016

Name of the organization

THE WINDMILL FOUNDATION, INC.

Employer identification number

46-5340870

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.**Special Rules**

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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

Employer identification number

THE WINDMILL FOUNDATION, INC.

46-5340870

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	<p>MRS. MARIE LOUISE JACKSON C/O GLENMEDE TRUST CO. , 1650 MARKET STREET PHILADELPHIA, PA 19103</p>	<p>\$ 572,064.</p>	<p>Person <input checked="" type="checkbox"/> Payroll Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person Payroll Noncash (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person Payroll Noncash (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person Payroll Noncash (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person Payroll Noncash (Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person Payroll Noncash (Complete Part II for noncash contributions.)</p>

Name of organization

Employer identification number

THE WINDMILL FOUNDATION, INC.

46-5340870

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
1	MARKETABLE SECURITIES - SEE STATEMENT A	\$ 2,973,727.	07/31/16

Name of organization THE WINDMILL FOUNDATION, INC.	Employer identification number 46-5340870
--	---

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE WINDMILL FOUNDATION, INC.

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.)
a LONG-SHORT K-1 - LONG TERM CAPITAL GAIN			
b LONG-SHORT K-1 - SHORT TERM CAPITAL GAIN			
c CHARLES SCHWAB - LONG TERM GAINS			
d CHARLES SCHWAB - SHORT TERM LOSSES			
e BAILARD REIT - LT CAPITAL GAIN DISTRIBUTION			
f GLENMEDE - LONG TERM CAP GAIN			
g GLENMEDE - SHORT TERM CAP GAIN			
h GLENMEDE - LT CAP GAIN DISTRIBUTION			
i LONG-SHORT K-1 GAIN			
j LONG-SHORT K:1: 1256 GAIN/LOSS			
k US COMMODITY K-1: 1256 GAIN/LOSS			
l GAIN FROM DISPOSITION OF LONG SHORT K-1			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 750.			750.
b -16,616.			-16,616.
c 1,998,787.		1,162,829.	835,958.
d 965,172.		1,030,078.	-64,906.
e 4,601.			4,601.
f 2,152,404.		1,917,292.	235,112.
g 4,283,339.		4,165,739.	117,600.
h 95,152.			95,152.
i 16,061.			16,061.
j 10,021.			10,021.
k -6,779.			-6,779.
l 16,061.			16,061.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			750.
b			** -16,616.
c			835,958.
d			** -64,906.
e			4,601.
f			235,112.
g			** 117,600.
h			95,152.
i			** 16,061.
j			** 10,021.
k			** -6,779.
l			** 16,061.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,243,015.
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	71,442.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS SCHWAB	7,607.	0.	7,607.	7,607.	0.
INTEREST	2,918.	0.	2,918.	2,918.	0.
INTEREST	111,576.	0.	111,576.	111,576.	0.
LONG-SHORT K-1	1,818.	0.	1,818.	1,818.	0.
NON DIVIDEND DISTRIBUTION	5,026.	0.	5,026.	0.	0.
REIT	7,963.	0.	7,963.	7,963.	0.
TO PART I, LINE 4	136,908.	0.	136,908.	131,882.	0.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LONG-SHORT K-1: OTHER INCOME SEC 988	-7,491.	-7,491.	0.
LONG-SHORT K-1: BUSINESS INTERST EXP	-2,102.	-2,102.	0.
US COMMODITY K-1: ORD INCOME	-679.	-679.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	-10,272.	-10,272.	0.

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	7,393.	0.	0.	7,393.
TO FM 990-PF, PG 1, LN 16A	7,393.	0.	0.	7,393.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	12,945.	0.	0.	12,945.
TO FORM 990-PF, PG 1, LN 16B	12,945.	0.	0.	12,945.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	4,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,000.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,701.	0.	0.	0.
OTHER ADMIN EXPENSES	12,100.	4,872.	0.	7,228.
BANK FEES	19,407.	9,407.	0.	10,000.
FOREIGN TAXES PAID	2,066.	2,066.	0.	0.
TO FORM 990-PF, PG 1, LN 23	36,274.	16,345.	0.	17,228.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
FOURJAY BOOK VALUE TRANSFERRED: SEE STATEMENT		29,554.
OTHER TIMING DIFFERENCES AND ADJUSTMENTS		9,227.
TOTAL TO FORM 990-PF, PART III, LINE 3		38,781.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON CONTRIBUTION OF SECURITIES	191,646.
TOTAL TO FORM 990-PF, PART III, LINE 5	191,646.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND STOCK FUNDS - SEE STATEMENT B	4,916,509.	5,097,833.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,916,509.	5,097,833.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME - SEE STATEMENT B	1,338,755.	1,304,022.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,338,755.	1,304,022.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS - SEE STATEMENT B	COST	1,252,737.	1,204,858.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,252,737.	1,204,858.

STATEMENT A

ADDITIONS & WITHDRAWALS DETAIL

Transaction Date	Transaction Desc	Security ID	Quantity	Market Value
07/29/2016	Distribution Transfer Receipt 400 shares ALASKA AIR GROUP TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	ALK	400.00	26,888.00
07/29/2016	Distribution Transfer Receipt 1,000 shares BT GROUP PLC-ADR TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	BT	1,000.00	27,660.00
07/29/2016	Distribution Transfer Receipt 400 shares CARDINAL HEALTH INC. TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	CAH	400.00	33,440.00
07/29/2016	Distribution Transfer Receipt 1,072 shares DANA HOLDING CORP TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	DAN	1,072.00	14,622.08
07/29/2016	Distribution Transfer Receipt 375 shares DELUXE CORP TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	DLX	375.00	25,346.25
07/29/2016	Distribution Transfer Receipt 500 shares DIAMOND RESORTS INTL INC COM TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	DRII	500.00	15,090.00

STATEMENT A

ADDITIONS & WITHDRAWALS DETAIL

Transaction Date	Transaction Desc	Security ID	Quantity	Market Value
07/29/2016	Distribution Transfer Receipt 2,037 shares FINANCIAL SELECT SECTOR SPDR TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	XLF	2,037.00	48,175.05
07/29/2016	Distribution Transfer Receipt 1,600 shares ELEXTRONICS INTERNATIONAL LTD TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	FLEX	1,600.00	20,272.00
07/29/2016	Distribution Transfer Receipt 30,565.988 shares GLENMEDE FUND INC-INTERNATIONAL PORT TRANSFERRED FROM PORTFOLIO 0749-36-7/3.2 Interim trust distribution to The Windmill Foundation Inc.	GTCIX	30,565.99	396,746.52
07/29/2016	Distribution Transfer Receipt 212 shares HUNTINGTON INGALLS INDUSTRIES INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	HII	212.00	36,586.96
07/29/2016	Distribution Transfer Receipt 4,495 shares ISHARES RUSSELL 2000 VALUE TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	IWN	4,495.00	457,950.60
07/29/2016	Distribution Transfer Receipt 227 shares KAR AUCTION SERVICES INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	KAR	227.00	9,708.79

STATEMENT A

ADDITIONS & WITHDRAWALS DETAIL

Transaction Date	Transaction Desc	Security ID	Quantity	Market Value
07/29/2016	Distribution Transfer Receipt 140 shares KLA-TENCOR CORPORATION TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	KLAC	140.00	10,599.40
07/29/2016	Distribution Transfer Receipt 187 shares LEAR CORP TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	LEA	187.00	21,215.15
07/29/2016	Distribution Transfer Receipt 450 shares LEIDOS HDGS INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	LDOS	450.00	22,504.50
07/29/2016	Distribution Transfer Receipt 567 shares LEXMARK INTL GROUP INC CL-A TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	LXX	567.00	20,791.89
07/29/2016	Distribution Transfer Receipt 175 shares MAGELLAN HEALTH SERVICES INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	MGLN	175.00	11,982.25
07/29/2016	Distribution Transfer Receipt 280 shares MINERALS TECH TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	MTX	280.00	18,272.80

STATEMENT A

ADDITIONS & WITHDRAWALS DETAIL

Transaction Date	Transaction Desc	Security ID	Quantity	Market Value
07/29/2016	Distribution Transfer Receipt 150 shares MOTOROLA SOLUTIONS INC. TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	MSI	150.00	10,407.00
07/29/2016	Distribution Transfer Receipt 250 shares NETGEAR INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	NTGR	250.00	12,857.50
07/29/2016	Distribution Transfer Receipt 3,580 shares S & P 500 DEPOSITORY RECEIPT TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	SPY	3,580.00	777,289.60
07/29/2016	Distribution Transfer Receipt 575 shares SEAGATE TECHNOLOGY TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	STX	575.00	18,417.25
07/29/2016	Distribution Transfer Receipt 250 shares SPIRIT AEROSYSTEMS HOLD-CL A TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	SPR	250.00	10,845.00
07/29/2016	Distribution Transfer Receipt 550 shares TENNECO AUTOMOTIVE INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	TEN	550.00	31,086.00

STATEMENT A

ADDITIONS & WITHDRAWALS DETAIL

Transaction Date	Transaction Desc	Security ID	Quantity	Market Value
07/29/2016	Distribution Transfer Receipt 7,700 shares VANGUARD TOTAL STOCK MKT ETF TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	VTI	7,700.00	857,934.00
07/29/2016	Distribution Transfer Receipt 325 shares VCA ANTECH INC TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	WOOF	325.00	23,185.50
07/29/2016	Distribution Transfer Receipt 250 shares VERIZON COMMUNICATIONS TRANSFERRED FROM PORTFOLIO 0749-36-7/3.10 Interim trust distribution to The Windmill Foundation Inc.	VZ	250.00	13,852.50

Total Additions

2,973,726.59

HOLDINGS LIST

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income										
Taxable										
GLENMEDE CORE FIXED INCOME	82,628.39	GTCGX		11.34	936,599.06	10.91	901,475.70	(35,123.36)	18,260.87	2.0% +
Taxable Total					936,599.06		901,475.70	(35,123.36)	18,260.87	2.0%
International										
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/2013	13,625.02	BSIIX		9.75	132,813.94	9.83	133,933.96	1,120.02	3,664.87	2.7%
LEGG MASON BW GLOBAL OP 8D-US	12,412.15	GOBSX		10.75	133,429.05	10.05	124,742.12	(8,686.93)	-	0.0% +
TEMPLETON GLOBAL BOND FD-AD	12,029.30	TGBAX		11.30	135,912.54	11.96	143,870.40	7,957.86	3,705.02	2.6% +
International Total					402,155.53		402,546.48	390.95	7,369.89	1.8%
Fixed Income Total					1,338,754.59		1,304,022.18	(34,732.41)	25,630.77	2.0%
Equity										
Large Cap										
Mutual Funds										
DFA US LARGE CAP EQUITY PORTFOLIO	47,371.64	DUSGX		12.92	612,240.27	13.86	656,570.99	44,330.72	11,558.68	1.8% +
GLENMEDE LARGE CAP CORE	27,498.16	GTLOX		22.20	610,535.05	23.75	653,081.32	42,546.27	6,902.04	1.1% +
GLENMEDE LARGE CAP VALUE	29,074.27	GTMEY		9.99	290,375.02	10.38	301,790.87	11,415.85	4,971.70	1.6% +

Security Name	Quantity	Bond Rating	Symbol	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
GLENMEDE SECURED OPTIONS	23,736.37		GTSOX	11.96	283,897.28	12.10	287,210.05	3,312.77	-	0.0% +
GLENMEDE STRATEGIC EQUITY	15,782.69		GTCEX	21.05	332,260.78	20.82	328,595.52	(3,665.26)	3,188.10	1.0%
GMO QUALITY FUND III	16,774.65		GQETX	20.52	344,273.91	20.49	343,712.66	(561.25)	5,904.68	1.7% +
VANGUARD PRIMECAP FUND ADMIRAL SHARES	5,568.18		VPMAX	103.49	576,230.06	108.83	605,984.59	29,754.53	8,302.15	1.4% +
Large Cap Total					3,049,812.37		3,176,946.00	127,133.63	40,827.35	1.3%
Small Cap										
Mutual Funds										
GLENMEDE SMALL CAP ADV	16,009.68		GTCSX	25.93	415,149.97	28.82	461,398.95	46,248.98	720.44	0.2% +
Small Cap Total					415,149.97		461,398.95	46,248.98	720.44	0.2%
International										
Mutual Funds										
DFA EMERG MKTS CORE EQUITY	12,942.08		DFCEX	17.58	227,519.92	17.36	224,674.58	(2,845.34)	4,749.74	2.1% +
DFA INTERNATIONAL CORE EQUITY	29,258.07		DRIEX	11.44	334,692.64	11.66	341,149.07	6,456.43	8,894.45	2.6% +
GLENMEDE INTERNATIONAL	26,307.86		GTCIX	12.55	330,085.77	12.81	337,003.70	6,917.93	5,840.35	1.7% +
GLENMEDE INTERNATIONAL SECURED OPTIONS	13,891.51		NOVIX	9.53	132,371.11	9.61	133,497.42	1,126.31	2,861.65	2.1%
OBERWEIS FUNDS INTL OP INSTL	9,045.79		OBIX	10.17	92,005.19	9.72	87,925.11	(4,080.08)	351.88	0.4% +
VANGUARD FTSE ALL-WORLD EX-U	7,588.00		VEU	44.13	334,871.61	44.18	335,237.84	366.23	9,925.10	3.0% +
International Total					1,451,546.24		1,459,487.72	7,941.48	32,623.18	2.2%
Equity Total					4,916,508.58		5,097,832.67	181,324.09	74,170.96	1.5%

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Alternative Assets										
Real Estate										
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	41,179.38	DRLIX		9.36	385,244.76	8.49	349,612.95	(35,631.81)	8,524.13	2.4%+
Real Estate Total					385,244.76		349,612.95	(35,631.81)	8,524.13	2.4%
Absolute Return										
AGR RISK PARITY FUND -I	16,019.55	AGRIX		9.89	158,432.82	9.34	149,622.58	(8,810.24)	3,764.59	2.5%+
AGR STYLE PREMIA ALTERNATIVE FUND	15,869.74	QSPIX		10.13	160,715.54	9.92	157,427.86	(3,287.68)	2,745.47	1.7%+
PIMCO ALL ASSETS AUTH -IS	18,199.75	PAUIX		8.46	153,883.99	8.39	152,695.93	(1,188.06)	5,532.72	3.6%+
VANGUARD MARKET NEUTRAL FUND	13,478.41	VMNFX		11.97	161,316.70	12.39	166,997.54	5,680.84	633.49	0.4%+
Absolute Return Total					634,349.05		626,743.91	(7,605.14)	12,676.27	2.0%
Commodities										
FIRST TR NORTH AMERICAN ENERGY INFRA ETF	3,069.00	EMLP		23.83	73,118.99	25.24	77,461.56	4,342.57	2,802.00	3.6%+
UNITED STATES COMMODITY INDEX	3,776.00	USCI		42.38	160,024.68	40.00	151,040.00	(8,984.68)	-	0.0%+
Commodities Total					233,143.67		228,501.56	(4,642.11)	2,802.00	1.2%
Alternative Assets Total					1,252,737.48		1,204,858.42	(47,879.06)	24,002.40	2.0%

STATEMENT C

2016 Grants Paid

Organization	Grant Purpose	Grant Amount	Paid Date
Abington Friends School	Campus improvements to athletics and fine arts facilities; Payment 1 of a 5-year Pledge	\$25,000.00	10/4/2016
Abington Memorial Hospital	The Asplundh Cancer Pavilion; Payment 1 of a 5-year Pledge supporting the Gynecologic Oncology Nurse Navigators and Research Coordinators in the center	\$120,000.00	10/4/2016
ACLAMO Family Centers	General charitable purposes	\$10,000.00	10/4/2016
ALS Association, Greater Philadelphia Chapter	Patient Services Program, including educational materials, counseling, and newly-diagnosed resource groups	\$10,000.00	10/4/2016
Angel Flight East	General charitable purposes	\$10,000.00	10/4/2016
Arcadia University	To fund a mental health administrator	\$10,000.00	10/4/2016
Augustinian Defenders of the Rights of the Poor	The Unity Clinic: providing medical care to individuals who are unable to afford primary medical care and who are not eligible for government assistance	\$10,000.00	10/4/2016
Be Part of the Conversation (BPOC)	\$5,000 for General Charitable Purposes and \$5,000 for Community Outreach Programs	\$10,000.00	10/4/2016
Center in the Park	General charitable purposes	\$10,000.00	10/4/2016
Cancer Support Community	Charitable Grant - Longest Drive - Foundation Gift	\$1,000.00	3/15/2016
Cancer Support Community Greater Philadelphia CSCGP (Gilda's Club)	General charitable purposes	\$10,000.00	10/4/2016
Gwynedd Mercy University	Student scholarship support to benefit ten "mature students" and "study abroad students"	\$10,000.00	10/4/2016
HealthLink Dental Clinic, Inc.	Enhanced endodontic & restorative services for qualified low-wage earning adults	\$10,000.00	10/4/2016
Inter-Faith Housing Alliance	General charitable purposes	\$10,000.00	10/4/2016
Kelly Ann Dolan Memorial Fund	General charitable purposes	\$10,000.00	10/4/2016
Laurel House	General charitable purposes	\$10,000.00	10/4/2016
Manna on Main	Food Service Training-to-Employment Program	\$10,000.00	10/4/2016
Mattie N. Dixon Community	General charitable purposes	\$10,000.00	10/4/2016
Norristown Ministries Inc.	General charitable purposes	\$10,000.00	10/4/2016
North Penn Boys and Girls Club	General charitable purposes for Wissahickon Valley area	\$10,000.00	10/4/2016
Our Closet	General charitable purposes	\$10,000.00	10/4/2016
Philadelphia Museum of Art	For Accessible Programs; benefitting individuals with physical, cognitive, and age-related disabilities	\$10,000.00	10/4/2016
Philadelphia Youth Basketball, Inc.	For Middle School Partnership Program, Collegiate Summer Camp Series, and Program evaluation for future adaptations	\$10,000.00	10/4/2016

STATEMENT C

Organization	Grant Purpose	Grant Amount	Paid Date
Richard J. Caron Foundation	To build a new detox medical center to handle the increase in youth and young adults addicted to heroin	\$10,000.00	10/4/2016
Royer-Greaves School for the Blind	General charitable purposes	\$10,000.00	10/4/2016
Special Equestrians	General charitable purposes	\$10,000.00	10/4/2016
The Montgomery County Foundation, Inc.	For the Your Way Home Fund, to help clients achieve and maintain housing stability	\$10,000.00	10/4/2016
A Mothers Wish	General charitable purposes	\$1,000.00	10/4/2016
		Total:	\$387,000.00

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

On February 17, 2015, as part of its plan of termination, The FourJay Foundation transferred 50% of all assets to the Windmill Foundation, Inc. As part of the plan of liquidation, The FourJay Foundation irrevocably assigned 50% of a retained administrative reserve to the Windmill Foundation, Inc. On September 9, 2016, the Windmill Foundation, Inc.'s share of \$29,054 of cash was transferred to the Windmill Foundation, Inc. from the reserve.

Transferor and Recipient**Transferor:**

The FourJay Foundation
P.O. BOX 423
SPRINGHOUSE, PA 19477
EIN: 23-2537126

Recipient:

The Windmill Foundation, Inc.
PO BOX 424
SPRINGHOUSE, PA 19477
EIN: 46-5340870

Assets Received

Asset	Book Value	Fair Market Value
Cash	\$ 29,054	\$ 29,054
Total:	\$ 29,054	\$ 29,054