Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 07/01 , 2016, and ending 06/30, 2017

Name of foundation: WINDSOR FDN TRUST U/W QUINCY COLE

A Employer identification number: 54-6086247

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 1802 | Room/suite:

B Telephone number (see instructions): 804-887-8773

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,806,056.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	248,079.	242,272.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	91,746.			
	b	Gross sales price for all assets on line 6a 3,609,743.				
	7	Capital gain net income (from Part IV, line 2)		91,746.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	339,825.	334,018.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	102,737.	61,642.		41,095.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 2	6,964.	NONE	NONE	6,964.
	b	Accounting fees (attach schedule) STMT 3	1,425.	855.	NONE	570.
	c	Other professional fees (attach schedule) STMT 4	30,929.			30,929.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	4,304.	1,085.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	420.	420.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	146,779.	64,002.	NONE	79,558.
	25	Contributions, gifts, grants paid	300,000.			300,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	446,779.	64,002.	NONE	379,558.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-106,954.			
	b	**Net investment income** (if negative, enter -0-)		270,016.		
	c	**Adjusted net income** (if negative, enter -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 (See instructions)

			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	214,706.	397,511.	397,511.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 7	8,087,858.	9,100,725.	12,408,545.
	c	Investments - corporate bonds (attach schedule) . STMT 11	1,308,714.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,611,278.	9,498,236.	12,806,056.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	9,611,278.	9,498,236.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	9,611,278.	9,498,236.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,611,278.	9,498,236.	

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	9,611,278.
2	Enter amount from Part I, line 27a	2	-106,954.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	644.
4	Add lines 1, 2, and 3	4	9,504,968.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	6,732.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,498,236.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	3,494,476.		3,419,906.	74,570.
b	115,267.		98,091.	17,176.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				74,570.
b				17,176.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	91,746.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	674,922.	11,987,721.	0.056301
2014	682,997.	12,743,629.	0.053595
2013	636,917.	12,426,949.	0.051253
2012	632,625.	11,707,264.	0.054037
2011	637,169.	11,456,815.	0.055615

2	**Total** of line 1, column (d)	2	0.270801
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.054160
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	12,259,522.
5	Multiply line 4 by line 3.	5	663,976.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,700.
7	Add lines 5 and 6	7	666,676.
8	Enter qualifying distributions from Part XII, line 4	8	379,558.

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	1	5,400.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,400.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,400.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 2,453.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,453.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,947.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA NA Telephone no. ▶ (804)887-8773

Located at ▶ 1111 E MAIN STREET, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ 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.)	2b		X
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? ☐ Yes ☒ 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.)*	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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N A. 3455 PEACHTREE RD NE, ATLANTA, GA 30326	TRUSTEE 1	102,737.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶	NONE

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

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

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,213,150.
b	Average of monthly cash balances	1b	233,065.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,446,215.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,446,215.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,693.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,259,522.
6	**Minimum investment return.** Enter 5% of line 5	6	612,976.

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	612,976.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,400.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	607,576.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	607,576.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	607,576.

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	379,558.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	379,558.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	379,558.

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				607,576.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years 20 14 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . . . 74,218.				
b From 2012 . . . . . . 59,638.				
c From 2013 . . . . . . 26,270.				
d From 2014 . . . . . . 59,306.				
e From 2015 . . . . . . 80,442.				
f **Total** of lines 3a through e	299,874.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 379,558.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				379,558.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	228,018.			228,018.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	71,856.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	71,856.			
10 Analysis of line 9.				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . NONE				
d Excess from 2015 . . . 71,856.				
e Excess from 2016 . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCIENCE MUSEUM OF VIRGINIA FOUNDATION, INC PO BOX 11624 RICHMOND VA 23230	N/A	PC	SUPPORT BROAD ST STATION'S TRANSFORMATION	100,000.
THE BYRD THEATRE FOUNDATION PO BOX 14860 RICHMOND VA 23221-0860	N/A	PC	GRANT FOR PHASE 1 SEAT RESTORATION	20,000.
WESTMINSTER CANTERBURY FDN 1600 WESTBROOK AVE RICHMOND VA 23227	N/A	PC	SUPPORT FELLOWSHIP PROGRAM	37,500.
CHILD SAVERS/MEMORIAL CHILD 200 NORTH 22ND STREET RICHMOND VA 23223	N/A	PC	SUPPORT CHILD DEVELOPMENT SERVICES	15,000.
BOYS & GIRLS CLUBS 5511 STAPLES MILL RD., STE. 301 RICHMOND VA	N/A	PC	SUPPORT EAST END TEEN CENTER	57,500.
JUNIOR ACHIEVEMENT 7217 W BROAD ST RICHMOND VA 23294	N/A	PC	SUPPORT FINANCE PARK & CAREER CENTER	20,000.
HEALTH BRIGADE/FAN FREE CLINIC 1010 N THOMPSON ST RICHMOND VA 23230	N/A	PC	SUPPORT HEALTH OUTCOMES PROGRAM	15,000.
SPORTS BACKERS 100 AVENUE OF CHAMPIONS RICHMOND VA 23230	N/A	PC	SUPPORT FITNESS WARRIORS PROGRAM	25,000.
CULTUREWORKS 1906 N. HAMILTON ST, STE. A RICHMOND VA 2323	N/A	PC	SUPPORT ARTOBERVA 2017	10,000.
Total . . . . ▶ **3a**				300,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	248,079.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	91,746.	
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)				339,825.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 339,825.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/26/2017 Title: TRUSTEE

BANK OF AMERICA N.A.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	260.	260.
FOREIGN DIVIDENDS	17,368.	17,368.
NONDIVIDEND DISTRIBUTIONS	2,034.	
DOMESTIC DIVIDENDS	158,593.	158,593.
OTHER INTEREST	17,881.	17,881.
FOREIGN INTEREST	7,455.	7,455.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	5,732.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	1,213.	1,213.
NON-TAXABLE FOREIGN INCOME	-1,959.	
NONQUALIFIED FOREIGN DIVIDENDS	2,401.	2,401.
NONQUALIFIED DOMESTIC DIVIDENDS	37,101.	37,101.
TOTAL	248,079.	242,272.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	6,964.			6,964.
TOTALS	6,964.	NONE	NONE	6,964.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,425.	855.		570.
TOTALS	1,425.	855.	NONE	570.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	30,929.	30,929.
TOTALS	30,929.	30,929.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	433.	433.
EXCISE TAX - PRIOR YEAR	766.	
EXCISE TAX ESTIMATES	2,453.	
FOREIGN TAXES ON QUALIFIED FOR	411.	411.
FOREIGN TAXES ON NONQUALIFIED	241.	241.
TOTALS	4,304.	1,085.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	185.	185.
OTHER ALLOCABLE EXPENSE-INCOME	185.	185.
OTHER INVESTMENT FEE	50.	50.
TOTALS	420.	420.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	9,100,725.	12,408,545.
464286533 ISHARES EDGE MSCI MI		
464287465 ISHARES MSCI EAFE ET		
464287598 ISHARES RUSSELL 1000		
464287614 ISHARES RUSSELL 1000		
46429B689 ISHARES EDGE MSCI MI		
46429B697 ISHARES EDGE MSCI MI		
922042858 VANGUARD FTSE EMERGI		
922908629 VANGUARD MID-CAP ETF		
922908751 VANGUARD SMALL-CAP E		
053484101 AVALONBAY CMNTYS INC		
101121101 BOSTON PROPERTIES IN		
229663109 CUBESMART INC REITS		
42225P501 HEALTHCARE TR AMER I		
74460D109 PUBLIC STORAGE INC C		
828806109 SIMON PPTY GROUP INC		
92276F100 VENTAS INC COM		
166764100 CHEVRON CORP COM		
26875P101 EOG RES INC COM		
30231G102 EXXON MOBIL CORP COM		
674599105 OCCIDENTAL PETE CORP		
806857108 SCHLUMBERGER LTD COM		
91913Y100 VALERO ENERGY CORP N		
N53745100 LYONDELLBASELL INDUS		
260543103 DOW CHEM CO COM		
35671D857 FREEPORT-MCMORAN INC		
G29183103 EATON CORP PLC COM		
097023105 BOEING CO COM		
369550108 GENERAL DYNAMICS COR		

WINDSOR FOUNDATION
54-6086247
Balance Sheet
06/30/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	397510 960	397,510 96	397,510 96
00206R102	AT&T INC	1250 000	44,530 30	47,162 50
00287Y109	ABBVIE INC	650 000	35,653 90	47,131 50
02079K305	ALPHABET INC	100 000	53,157 59	92,968 00
02209S103	ALTRIA GROUP INC	500 000	11,857 39	37,235 00
023135106	AMAZON COM INC	125 000	10,373 52	121,000 00
025537101	AMERICAN ELEC PWR INC	500 000	24,988 51	34,735 00
031162100	AMGEN INC	225 000	19,653 99	38,751 75
035242AC0	ANHEUSER BUSCH INBEV FIN INC	100000 000	98,897 00	99,877 00
037833100	APPLE INC	500 000	43,381 07	72,010 00
037833AQ3	APPLE INC	100000 000	101,135.16	100,938 00
053015103	AUTOMATIC DATA PROCESSING INC	500 000	31,797 23	51,230 00
053484101	AVALONBAY CMNTYS INC	250 000	32,198 75	48,042 50
055451AL2	BHP BILLITON FIN USA LTD	100000 000	103,392 92	104,412 00
055622104	BP P L C	1000 000	33,139 60	34,650 00
067383109	BARD C R INC	125 000	29,567 27	39,513 75
075887109	BECTON DICKINSON & CO	350 000	26,670 60	68,288 50
084670702	BERKSHIRE HATHAWAY INC DEL	300 000	38,326 48	50,811 00
09247X101	BLACKROCK INC	150 000	40,989 29	63,361 50
09256H286	BLACKROCK STRATEGIC INCOME	10000 000	98,900 00	99,100 00
09257V201	BLACKSTONE ALTERNATIVE MULTI-	6000 000	60,200 00	64,380 00
097023105	BOEING CO	325 000	35,711 71	64,268 75
14040H105	CAPITAL ONE FINL CORP	650 000	45,373 09	53,703 00
151020104	CELGENE CORP	500.000	11,439 54	64,935.00
15135B101	CENTENE CORP	500 000	31,720 85	39,940.00
166764100	CHEVRON CORP	500 000	42,789 54	52,165 00
17275R102	CISCO SYS INC	1800 000	44,683 92	56,340.00
172967424	CITIGROUP INC	850 000	49,015 25	56,848 00
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	700 000	18,466 84	46,480 00
19763T889	COLUMBIA INCOME OPPORTUNITIES	12535 869	96,322 65	125,358.69
22160K105	COSTCO WHSL CORP NEW	300 000	33,966 51	47,979 00
24422ETF6	DEERE JOHN CAP CORP	100000 000	100,980 88	101,384 00
254687106	DISNEY WALT CO	500 000	35,599.41	53,125.00
25746U109	DOMINION ENERGY INC	500 000	34,366 93	38,315 00

WINDSOR FOUNDATION
54-6086247
Balance Sheet
06/30/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
260543103	DOW CHEM CO	1250 000	54,151 75	78,837 50
26875P101	EOG RES INC	500 000	27,752 03	45,260 00
277902698	EATON VANCE ATLANTA CAP SMID-	7987 839	143,640 00	246,025 44
30231G102	EXXON MOBIL CORP	650.000	49,018 81	52,474 50
30303M102	FACEBOOK INC	650 000	14,697 79	98,137 00
35671D857	FREEPORT-MCMORAN INC	1500 000	16,306 65	18,015 00
369550108	GENERAL DYNAMICS CORP	350 000	50,906 02	69,335 00
369604103	GENERAL ELEC CO	2000 000	49,526 63	54,020 00
38141G104	GOLDMAN SACHS GROUP INC	300 000	46,765 51	66,570 00
406216101	HALLIBURTON CO	750 000	42,129 82	32,032 50
437076102	HOME DEPOT INC	500 000	26,407 14	76,700.00
437076BE1	HOME DEPOT INC	100000 000	100,034 30	100,700 00
438516106	HONEYWELL INTL INC	500 000	37,782 61	66,645 00
458140100	INTEL CORP	1350 000	34,179.65	45,549 00
464287465	ISHARES MSCI EAFE ETF	10000 000	582,379 60	652,000.00
464287598	ISHARES RUSSELL 1000 VALUE ETF	8150 000	524,674.50	948,904 50
464287614	ISHARES RUSSELL 1000 GROWTH ETF	8500 000	429,492 88	1,011,670 00
464288760	ISHARES	515 000	81,666 59	81,035 25
46429B598	ISHARES MSCI INDIA ETF	2275 000	74,881 63	73,027 50
46434G103	ISHARES CORE MSCI EMERGING	1500 000	72,107 00	75,060 00
46434G822	ISHARES MSCI JAPAN	2655 000	144,474 39	142,440 75
46625H100	J P MORGAN CHASE & CO	1150 000	56,717 55	105,110 00
47803W406	JOHN HANCOCK FDS III DISCIPLINED	5000 000	91,900 00	114,150 00
478160104	JOHNSON & JOHNSON	500 000	37,753 34	66,145 00
48127HAA7	JPMORGAN CHASE & CO	100000 000	100,610 17	100,320 00
494368103	KIMBERLY CLARK CORP	350 000	33,752 60	45,188 50
518439104	LAUDER ESTEE COS INC	500 000	25,164 87	47,990 00
532457108	LILLY ELI & CO	500 000	33,360 00	41,150 00
57636Q104	MASTERCARD INC	350 000	28,488 62	42,507 50
58933Y105	MERCK & CO INC	1250 000	61,199 85	80,112.50
59156R108	METLIFE INC	850 000	46,200 13	46,699.00
594918104	MICROSOFT CORP	1500 000	49,341 95	103,395 00
609207105	MONDELEZ INTL INC	1000 000	35,158 00	43,190 00
617446448	MORGAN STANLEY	1250 000	39,791 63	55,700 00

WINDSOR FOUNDATION
54-6086247
Balance Sheet
06/30/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
64128R608	NEUBERGER BERMAN LONG SHORT	3500 000	44,940 00	48,860 00
651229106	NEWELL RUBBERMAID INC	1000 000	44,234 80	53,620 00
65339F101	NEXTERA ENERGY INC	250 000	23,369 98	35,032 50
666807102	NORTHROP GRUMMAN CORP	225 000	42,193 07	57,759 75
713448108	PEPSICO INC	800 000	63,338 03	92,392 00
717081103	PFIZER INC	1350 000	26,191 73	45,346 50
718172109	PHILIP MORRIS INTL INC	350.000	12,249 21	41,107 50
74144T108	PRICE T ROWE GROUP INC	500 000	32,470 85	37,105 00
74253Q416	PRINCIPAL PFD SECS FUND	14500 000	148,525 00	151,090 00
744320102	PRUDENTIAL FINL INC	575 000	43,807 13	62,180 50
74460D109	PUBLIC STORAGE INC	250 000	35,658 37	52,132 50
74925K581	BOSTON PARTNERS LONG/SHORT	25000 000	348,450 00	400,500 00
755111507	RAYTHEON CO	600.000	46,848 47	96,888 00
755111BT7	RAYTHEON CO	100000.000	102,301 01	103,608 00
79466L302	SALESFORCE COM INC	700 000	16,189 40	60,620.00
806857108	SCHLUMBERGER LTD	500 000	36,147 00	32,920.00
816851109	SEMPRA ENERGY	350.000	30,223 21	39,462 50
824348106	SHERWIN WILLIAMS CO	75 000	6,297 39	26,322 00
828806109	SIMON PPTY GROUP INC NEW	250.000	35,811 26	40,440 00
882508104	TEXAS INSTRS INC	750 000	33,629 79	57,697 50
88579Y101	3M CO	400.000	56,564 55	83,276 00
89152UAG7	TOTAL CAP	100000 000	100,889 76	100,606 00
902973304	US BANCORP DEL	850 000	29,330 33	44,132 00
904504842	UNDISCOVERED MANAGERS FDS	2000.000	108,820 00	132,740 00
907818108	UNION PAC CORP	500 000	49,485 21	54,455 00
912796LT4	UNITED STATES TREAS BILL	100000.000	99,760 75	9,982,600 00
91913Y100	VALERO ENERGY CORP NEW	750 000	41,683 33	50,595 00
922042858	VANGUARD FTSE EMERGING MKTS	13500 000	460,773 30	551,205 00
92276F100	VENTAS INC	600 000	33,578.04	41,688 00
922908629	VANGUARD MID-CAP ETF	5500 000	509,225 30	783,860.00
922908751	VANGUARD SMALL-CAP ETF	6150 000	623,829 83	833,571 00
92343V104	VERIZON COMMUNICATIONS INC	1000 000	34,487 00	44,660 00
92826C839	VISA INC	750 000	23,139 55	70,335 00
94106L109	WASTE MGMT INC DEL	500 000	35,083 50	36,675 00

WINDSOR FOUNDATION
54-6086247
Balance Sheet
06/30/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
949746101	WELLS FARGO & CO	1000 000	38,945 21	55,410 00
94974BGM6	WELLS FARGO & CO NEW UNSECD	100000 000	100,454 54	101,410 00
961214BV4	WESTPAC BKG CORP	90000 000	90,639 26	90,060 30
962166104	WEYERHAEUSER CO	1250 000	35,111 23	41,875 00
99Z501639	INTERMEDIATE CROSSOVER FIXED	65000 000	649,402 91	655,999 50
G29183103	EATON CORP PLC	750 000	44,984 30	58,372 50
		Totals:	9,498,236 26	22,788,656 39

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
369604103 GENERAL ELEC CO COM		
438516106 HONEYWELL INTL INC C		
666807102 NORTHROP GRUMMAN COR		
755111507 RAYTHEON CO COM NEW		
88579Y101 3M CO COM		
023135106 AMAZON COM INC COM		
254687106 DISNEY WALT CO COM D		
37045V100 GENERAL MTRS CO COM		
437076102 HOME DEPOT INC COM		
654106103 NIKE INC CL B		
824348106 SHERWIN WILLIAMS CO		
855244109 STARBUCKS CORP COM		
872540109 TJX COS INC NEW COM		
87612E106 TARGET CORP COM		
02209S103 ALTRIA GROUP INC COM		
03524A108 ANHEUSER BUSCH INBEV		
126650100 CVS HEALTH CORP COM		
22160K105 COSTCO WHSL CORP NEW		
494368103 KIMBERLY CLARK CORP		
518439104 LAUDER ESTEE COS INC		
60871R209 MOLSON COORS BREWING		
609207105 MONDELEZ INTL INC CO		
713448108 PEPSICO INC COM		
718172109 PHILIP MORRIS INTL I		
G0177J108 ALLERGAN PLC COM		
G5960L103 MEDTRONIC PLC COM		
00287Y109 ABBVIE INC COM		
031162100 AMGEN INC COM		
075887109 BECTON DICKINSON & C		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
110122108 BRISTOL MYERS SQUIBB		
151020104 CELGENE CORP COM		
375558103 GILEAD SCIENCES INC		
478160104 JOHNSON & JOHNSON CO		
58933Y105 MERCK & CO INC NEW C		
670100205 NOVO-NORDISK A S ADR		
717081103 PFIZER INC COM		
881624209 TEVA PHARMACEUTICAL		
H1467J104 CHUBB LTD COM		
084670702 BERKSHIRE HATHAWAY I		
09247X101 BLACKROCK INC CL A		
14040H105 CAPITAL ONE FINL COR		
38141G104 GOLDMAN SACHS GROUP		
46625H100 J P MORGAN CHASE & C		
74144T108 PRICE T ROWE GROUP I		
744320102 PRUDENTIAL FINL INC		
902973304 US BANCORP DEL COM N		
949746101 WELLS FARGO & CO NEW		
962166104 WEYERHAEUSER CO COM		
02079K305 ALPHABET INC CL A CO		
037833100 APPLE INC COM		
053015103 AUTOMATIC DATA PROCE		
17275R102 CISCO SYS INC COM		
192446102 COGNIZANT TECHNOLOGY		
30303M102 FACEBOOK INC CL A CO		
458140100 INTEL CORP COM		
57636Q104 MASTERCARD INC CL A		
594918104 MICROSOFT CORP COM		
79466L302 SALESFORCE COM INC C		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
882508104 TEXAS INSTRS INC COM		
92826C839 VISA INC CL A COM		
00206R102 AT&T INC COM		
92343V104 VERIZON COMMUNICATIO		
025537101 AMERICAN ELEC PWR IN		
25746U109 DOMINION ENERGY INC		
65339F101 NEXTERA ENERGY INC C		
816851109 SEMPRA ENERGY COM		
091936526 BLACKROCK GLOBAL LON		
277902698 EATON VANCE ATLANTA		
47803W406 JOHN HANCOCK FDS III		
74925K581 BOSTON PARTNERS LONG		
904504842 UNDISCOVERED MANAGER		
09257V201 BLACKSTONE ALTERNATI		
74253Q416 PRINCIPAL PFD SECS F		
19763T889 COLUMBIA INCOME OPPO		
68380L407 OPPENHEIMER INTL GRO		
99Z501639 INTERMEDIATE CROSSOV		
996666939 GLOBAL OPPORTUNITIES		
TOTALS	9,100,725.	12,408,545.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
02665WAQ4 AMERICAN HONDA FIN C
035242AC0 ANHEUSER BUSCH INBEV
037833AQ3 APPLE INC UNSECD SR
24422ETF6 DEERE JOHN CAP CORP
437076BE1 HOME DEPOT INC UNSEC
459200GX3 INTERNATIONAL BUSINE
755111BT7 RAYTHEON CO SR UNSEC
94974BGM6 WELLS FARGO & CO NEW
055451AL2 BHP BILLITON FIN USA
05565QBT4 BP CAP MKTS PLC CO G
89114QAE8 TORONTO DOMINION BK
89152UAG7 TOTAL CAP SR UNSECD
961214BV4 WESTPAC BKG CORP UNS
TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		2.
TRANSACTION ADJUSTMENT		153.
ACCRUED INTEREST		489.
	TOTAL	644.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST ADJUSTMENTS	2,248.
COMMON TRUST FUND ADJUSTMENT	4,484.
TOTAL	6,732.

WINDSOR FDN TRUST U/W QUINCY COLE 54-6086247

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
175. GLOBAL OPPORTUNITIES COMMON TRUST FUND	02/19/2016	07/31/2016	54,795.00	48,859.00	5,936.00
175. GLOBAL OPPORTUNITIES COMMON TRUST FUND	02/19/2016	09/23/2016	55,835.00	49,232.00	6,603.00
TOTAL OTHER GAINS AND LOSSES			110,630.00	98,091.00	12,539.00
Totals			110,630.00	98,091.00	12,539.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-265.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-265.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	4,902.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		4,902.00

RECIPIENT NAME:
MARK S DRAKE
ADDRESS:
3455 PEACHTREE RD NE
ATLANTA, GA 30326
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED GUIDELINES
SUBMISSION DEADLINES:
APRIL 1ST AND OCTOBER 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
APPLICANT MUST BE IN AND SERVE THE
RICHMOND VA METRO AREA

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.