

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation JOSEPH & MAY WINSTON FOUNDATION		A Employer identification number 06-1148600	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 27036		Room/suite	B Telephone number (see instructions) (480) 585-9157
City or town, state or province, country, and ZIP or foreign postal code SCOTTSDALE, AZ 85255		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,640,483	J Accounting method ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,981	10,981	10,981	
	4 Dividends and interest from securities	31,483	31,483	31,483	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	7,272			
	b Gross sales price for all assets on line 6a 1,058,656				
	7 Capital gain net income (from Part IV, line 2)		1,061		
	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) 	220	220	220	
	12 Total. Add lines 1 through 11	49,956	43,745	42,684	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,000			18,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	3,750			
	b Accounting fees (attach schedule) 	2,500	1,400		1,100
	c Other professional fees (attach schedule) 	29,876	29,876		
	17 Interest	674			
	18 Taxes (attach schedule) (see instructions) 	938	938		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	550			
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	56,288	32,214		19,100
	25 Contributions, gifts, grants paid	66,750			66,750
	26 Total expenses and disbursements. Add lines 24 and 25	123,038	32,214		85,850
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-73,082			
	b Net investment income (if negative, enter -0-)		11,531		
				42,684	

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	212,904	140,732	140,732		
	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) ▶ _____ 75,000 Less allowance for doubtful accounts ▶ _____	75,000	75,000	75,000		
	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)	830,948	795,664	795,664		
	c	Investments—corporate bonds (attach schedule)	269,158	553,782	553,782		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	256,698	75,305	75,305		
	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)	1,644,708	1,640,483	1,640,483			
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 ▶ _____)	75,000				
	23	Total liabilities (add lines 17 through 22)	75,000	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	1,569,708	1,640,483			
	30	Total net assets or fund balances (see instructions)	1,569,708	1,640,483			
31	Total liabilities and net assets/fund balances (see instructions) .	1,644,708	1,640,483				

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	1,569,708
2	Enter amount from Part I, line 27a	2	-73,082
3	Other increases not included in line 2 (itemize) ▶ _____	3	143,857
4	Add lines 1, 2, and 3	4	1,640,483
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,640,483

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			

(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			

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			

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	1,061
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	68,500	1,435,142	0 047730
2015	79,150	1,651,769	0 047918
2014	87,736	1,703,913	0 051491
2013	101,936	1,701,910	0 059895
2012	87,821	1,718,316	0 051109
2 Total of line 1, column (d)			2 0 258143
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 051629
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,544,081
5 Multiply line 4 by line 3			5 79,719
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 115
7 Add lines 5 and 6			7 79,834
8 Enter qualifying distributions from Part XII, line 4			8 85,850

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	115
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	115
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	115
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	
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	115
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 2018 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WINSTONFOUNDATION.ORG	13	Yes	
14	The books are in care of ALLAN WINSTON Telephone no (480) 585-9157			

Located at **PO BOX 27036 PO BOX 27036 SCOTTSDALE AZ**ZIP+4 **85255**

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			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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			
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 2017? ☐ 1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALLAN B WINSTON ESQ PO BOX 27036 SCOTTSDALE, AZ 85255	PRESIDENT 3 00	9,000	0	0
DIANA B WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	TREASURER 3 00	9,000	0	0
JULIA WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	DIRECTOR 000 00	0	0	0
JOSHUA WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	DIRECTOR 000 00	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,224,776
b	Average of monthly cash balances.	1b	176,818
c	Fair market value of all other assets (see instructions).	1c	166,001
d	Total (add lines 1a, b, and c).	1d	1,567,595
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,567,595
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,514
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,544,081
6	Minimum investment return. Enter 5% of line 5.	6	77,204

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	77,204
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	115
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	115
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	77,089
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	77,089
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	77,089

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	85,850
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	85,850
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	115
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	85,735

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				77,089
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			64,664	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 85,850				
a Applied to 2016, but not more than line 2a			64,664	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				21,186
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				55,903
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed ALLAN WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255 (480) 585-9157	
b The form in which applications should be submitted and information and materials they should include LETTER	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	66,750
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Form **990-PF** (2017)

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-11 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	BRIAN K WALKER CPA		2018-05-15		P00630361
	Firm's name ▶ PRICE KONG & CO CPA PA				Firm's EIN ▶ 86-0611246
Firm's address ▶ 5300 N CENTRAL AVE 200 PHOENIX, AZ 850121410					Phone no (602) 776-6300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCEL ACCEL10251 N 35TH AVE 10251 N 35TH AVE PHOENIX, AZ 85051	NONE	PUBLIC	SCHOOL FOR DISABLED CHILDREN	2,500
ACLU ACLUPO BOX 17148 PO BOX 17148 PHOENIX, AZ 85011	NONE	PUBLIC	DEFENSE OF CIVIL LIBERTIES	3,000
ARIZONA JEWISH HISTORICAL SOCIETY ARIZONA JEWISH HISTORICAL SOCIETY 122 E CULVER ST 122 E CULVER ST PHOENIX, AZ 85004	NONE	PUBLIC	JEWISH HISTORY AZ	3,000
ARIZONA SCIENCE CENTER ARIZONA SCIENCE CENTER 600 E WASHINGTON ST 600 E WASHINGTON ST PHOENIX, AZ 85004	NONE	PUBLIC	SCIENCE EDUCATION IN EXHIBITION FORM	1,000
ARIZONA THEATRE CO ARIZONA THEATRE COPO BOX 619 PO BOX 619 PHOENIX, AZ 85001	NONE	PUBLIC	ARTS ORG	1,750
Total ► 3a				66,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARROWHEAD ELEMENTARY ARROWHEAD ELEMENTARY 3820 E NISBET RD 3820 E NISBET RD PHOENIX, AZ 85032	NONE	PUBLIC	PROGRAMS FOR UNDER PRIVILEGED	1,500
ARTIST RELIEF FUND ARTIST RELIEF FUND 2835 E WASHINGTON ST 2835 E WASHINGTON ST PHOENIX, AZ 85034	NONE	PUBLIC	HELP FOR INJURED DANCERS	500
AUDUBON AZ AUDUBON AZ3131 S CENTRAL AVE 3131 S CENTRAL AVE PHOENIX, AZ 85040	NONE	PUBLIC	ENVIRONMENTAL PRESERVE	500
AZ ASSN FOR FOSTER & ADOPTIVE AZ ASSN FOR FOSTER & ADOPTIVE 1701 E HIGHLAND 1701 E HIGHLAND PHOENIX, AZ 85016	NONE	PUBLIC	SUPPORT FOR FOSTER PARENTS	1,000
CHABAD AT ASU CHABAD AT ASU2110 E LINCOLN DR 2110 E LINCOLN DR PHOENIX, AZ 85016	NONE	PUBLIC	JEWISH ORG	500
Total ▶ 3a				66,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHABAD RICE UNIVERSITY CHABAD RICE UNIVERSITY 1950 DRYDEN RD 1950 DRYDEN RD HOUSTON, TX 77030	NONE	PUBLIC	HURRICANE RELIEF	1,000
FAMILY PROMISE OF GREATER PHOENIX FAMILY PROMISE OF GREATER PHOENIX 7221 E BELLEVIEW ST 7221 E BELLEVIEW ST SCOTTSDALE, AZ 85257	NONE	PUBLIC	TEMPORARY HOUSING FOR HOMELESS	4,500
FAMILY PROMISE OF INDIANAPOLIS FAMILY PROMISE OF INDIANAPOLIS 1850 N ARSENAL 1850 N ARSENAL INDIANAPOLIS, IN 46218	NONE	PUBLIC	EMERGENCY SHELTER	1,000
FOOTHILLS FOODBANK FOOTHILLS FOODBANKPO BOX 715 PO BOX 715 CAREFREE, AZ 85377	NONE	PUBLIC	FOOD BANK	1,500
FREE WHEELCHAIR MISSION FREE WHEELCHAIR MISSION 15279 ALTON PKWY STE 300 15279 ALTON PKWY STE 300 IRVINE, CA 92618	NONE	PUBLIC	FREE WHEELCHAIRS	1,000
Total 3a				66,750

Form 990PF Part XV Line 3 - Recipients and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF AZ PBS FRIENDS OF AZ PBS555 N CENTRAL AVE 555 N CENTRAL AVE PHOENIX, AZ 85004	NONE	PUBLIC	PUBLIC TELEVISION	1,750
GESHER DISABILITY RESOURCES GESHER DISABILITY RESOURCES 12701 N SCOTTSDALE RD 12701 N SCOTTSDALE RD SCOTTSDALE, AZ 85254	NONE	PUBLIC	FAMILIES WITH SPECIAL CHILDREN	2,500
HILLEL AT ASU HILLEL AT ASU1012 S MILL ST 1012 S MILL ST TEMPE, AZ 85281	NONE	PUBLIC	PROGRAM FOR JEWISH STUDENTS	2,500
JEWISH FAMILY & CHILDRENS SERVICES JEWISH FAMILY & CHILDRENS SERVICES 4747 N 7TH ST 4747 N 7TH ST PHOENIX, AZ 85014	NONE	PUBLIC	SOCIAL SERVICES	1,000
JUST STRAYS JUST STRAYSP.O BOX 573 P.O BOX 573 MT KISCO, NY 10549	NONE	PUBLIC	RESCUES & NEUTERS STRAY CATS	1,000
Total 3a				66,750

Form 990PF Part XV Line 3 - Recipients 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				
MCDOWELL SONORAN CONSERVANCY MCDOWELL SONORAN CONSERVANCY 16435 N SCOTTSDALE AVE 16435 N SCOTTSDALE AVE SCOTTSDALE, AZ 85254	NONE	PUBLIC	PRESERVE OF OPEN SPACE IN SCOTTSDALE	750
MCCLINDEN FAMILY FOUNDATION MCCLINDEN FAMILY FOUNDATION 8305 TOM DRIVE 8305 TOM DRIVE BATON ROUGE, LA 70815	NONE	PUBLIC	ADAPTIVE BIKES FOR CHILDREN	2,500
NCYS NCYS9831 W PICO BLVD 9831 W PICO BLVD LOS ANGELES, CA 90035	NONE	PUBLIC	EDUCATIONAL PROGRAM FOR TEENS	1,500
PHOENIX CHAMBER MUSIC SOCIETY PHOENIX CHAMBER MUSIC SOCIETY 5517 N 3RD ST 5517 N 3RD ST PHOENIX, AZ 85012	NONE	PUBLIC	SUPPORT FOR CHAMBER MUSIC CONCERTS	2,500
PLANNED PARENTHOOD PLANNED PARENTHOOD 3131 E THUNDERBIRD RD 3131 E THUNDERBIRD RD PHOENIX, AZ 85032	NONE	PUBLIC	SUPPORT WOMEN'S HEALTH SERVICES	2,500
Total ▶ 3a				66,750

Form 990PF Part XV Line 3 - Recipient and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRESCOTT AREA SHELTER SERVICES PRESCOTT AREA SHELTER SERVICES 336 N RUSH ST 336 N RUSH ST PRESCOTT, AZ 86301	NONE	PUBLIC	WOMEN'S SHELTER	5,000
SCOTTSDALE PREPATORY ACADEMY SCOTTSDALE PREPATORY ACADEMY 16537 N 92ND ST 16537 N 92ND ST SCOTTSDALE, AZ 85260	NONE	PUBLIC	ENRICHMENT PROGRAM	2,000
SEASON FOR SHARING SEASON FOR SHARING 200 E VAN BUREN 200 E VAN BUREN PHOENIX, AZ 85004	NONE	PUBLIC	COMMUNITY CAMPAIGN LOCAL CHARITIES	1,000
SHELTERBOX USA SHELTERBOX USA 7359 MERCHANT COURT 7359 MERCHANT COURT SARASOTA, FL 34240	NONE	PUBLIC	EMERGENCY SHELTER	1,000
SINGLETON MOMS SINGLETON MOMS7579 E MAIN ST 7579 E MAIN ST SCOTTSDALE, AZ 85251	NONE	PUBLIC	SUPPORT PARENTS WITH CANCER	2,500
Total 3a				66,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMILES ON SENIORS SMILES ON SENIORS 2110 E LINCOLN DR 2110 E LINCOLN DR PHOENIX, AZ 85016	NONE	PUBLIC	PROGRAMS FOR SENIORS	2,000
SOUTHWEST WILDLIFE SOUTHWEST WILDLIFE 8711 E PINNACLE PEAK RD 8711 E PINNACLE PEAK RD SCOTTSDALE, AZ 85255	NONE	PUBLIC	RESCUES & REHABS INJURED MAMMALS	1,000
THE FRIENDSHIP CIRCLE THE FRIENDSHIP CIRCLE 2110 E LINCOLN DR 2110 E LINCOLN DR PHOENIX, AZ 85016	NONE	PUBLIC	SOCIAL SERVICES	500
THE PHOENIX SYMPHONY THE PHOENIX SYMPHONY1 N 1ST ST 1 N 1ST ST PHOENIX, AZ 85004	NONE	PUBLIC	CULTURAL PROGRAMS	500
UNION FOR REFORM JUDAISM UNION FOR REFORM JUDAISM 633 3RD AVE 633 3RD AVE NEW YORK, NY 10017	NONE	PUBLIC	PARENT GROUP	1,000
Total ▶ 3a				66,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VALLEY BEIT MIDRASH VALLEY BEIT MIDRASH 4645 E MARILYN RD 4645 E MARILYN RD PHOENIX, AZ 85032	NONE	PUBLIC	CHALLENGE GRANT FOR JEWISH CHARITIES	7,500
Total ▶ 3a				66,750

TY 2017 Accounting Fees Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,500	1,400		1,100

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
AMERPRISE 0513 SHORT		PURCHASE			41,327	42,848			-1,521	
AMERPRISE 0513 LONG		PURCHASE			94,698	84,472			10,226	
AMERPRISE 9679 SHORT		PURCHASE			912,574	913,928			-1,354	
AMERPRISE 9679 LONG		PURCHASE			8,996	10,136			-1,140	

TY 2017 Investments Corporate Bonds Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE - FIXED INCOME	553,782	553,782

TY 2017 Investments Corporate Stock Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE	795,664	795,664

TY 2017 Investments - Other Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANNUITIES/INSURANCE	FMV	75,305	75,305

TY 2017 Legal Fees Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,750			

TY 2017 Other Income Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AMERPRISE 0368	125	125	125
AMERPRISE 9679	95	95	95

TY 2017 Other Increases Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Description	Amount
CASH VALUE CHANGE IN MARKET	143,857

TY 2017 Other Liabilities Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Description	Beginning of Year - Book Value	End of Year - Book Value
LOAN FROM OFFICERS	75,000	

TY 2017 Other Notes/Loans Receivable Short Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Name of 501(c)(3) Organization	Balance Due
MTG FOR BUILDING	75,000

TY 2017 Other Professional Fees Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES - AMERIPRISE 0513	13,143	13,143		
INVESTMENT EXP - AMERIPRISE 036	3	3		
ADVISORY FEES- AMERPRISE 9679	16,727	16,727		
INVESTMENT EXP - AMERIPRISE 967	3	3		

TY 2017 Taxes Schedule**Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID - AMERIPRISE 0	46	46		
FOREIGN TAX PAID - AMERIPRISE 0	6	6		
DELAWARE FRANCHISE TAX	275	275		
FOREIGN TAX PAID - AMERIPRISE 9	611	611		