

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

Name of foundation WINLEY FOUNDATION		A Employer identification number 52-1230146	
Number and street (or P O box number if mail is not delivered to street address) 100 NORTH VILLAGE AVE STE 35		Room/suite	B Telephone number (see instructions) (845) 489-3373
City or town, state or province, country, and ZIP or foreign postal code ROCKVILLE CENTRE, NY 115703712		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) \$ 17,948,251	J Accounting method ☒ 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))		(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)	129			
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	545	545		
	4 Dividends and interest from securities . . .	326,992	326,992		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,076,057			
	b Gross sales price for all assets on line 6a				
		11,489,561			
	7 Capital gain net income (from Part IV, line 2) . . .		1,076,057		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	215	215		
	12 Total. Add lines 1 through 11	1,403,938	1,403,809		
	13 Compensation of officers, directors, trustees, etc	45,000	45,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,925	9,925		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	21,946			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95,191	91,071		
	24 Total operating and administrative expenses. Add lines 13 through 23	172,062	145,996		0
	25 Contributions, gifts, grants paid	1,557,000			1,557,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,729,062	145,996		1,557,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-325,124			
	b Net investment income (if negative, enter -0-)		1,257,813		
c Adjusted net income(if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	22,604	18,009	18,009
	2	Savings and temporary cash investments	85,309	190,028	190,028
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		397,281	394,360
	b	Investments—corporate stock (attach schedule)	5,684,913	6,221,199	10,894,991
	c	Investments—corporate bonds (attach schedule)	7,875,797	6,516,982	6,450,863
	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)	13,668,623	13,343,499	17,948,251	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	13,668,623	13,343,499	
	30	Total net assets or fund balances (see instructions)	13,668,623	13,343,499	
31	Total liabilities and net assets/fund balances (see instructions) .	13,668,623	13,343,499		

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	13,668,623
2	Enter amount from Part I, line 27a	2	-325,124
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,343,499
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	13,343,499

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,076,057
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	-63,604

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	1,463,420	17,856,333	0.081955
2015	1,440,326	19,312,904	0.074578
2014	1,441,610	20,046,924	0.071912
2013	1,361,149	19,548,094	0.069631
2012	1,394,604	18,989,369	0.073441
2 Total of line 1, column (d)			2 0.371517
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 0.074303
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 18,136,193
5 Multiply line 4 by line 3			5 1,347,574
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,578
7 Add lines 5 and 6			7 1,360,152
8 Enter qualifying distributions from Part XII, line 4			8 1,557,000

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	12,578
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	12,578
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	12,578
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	17,500
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	17,500
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,922
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 4,922 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) ☐ NY _____		
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 NONE	13	Yes	
14	The books are in care of EDWARD J WALSH JR Telephone no (516) 442-5412			

Located at **100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE NY** ZIP+4 **115703712**

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	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). ☐	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?			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
	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?			
	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
HEIDI PRESCOTT 700 PROFESSIONAL DRIVE SUITE A GAITHERSBURG, MD 20879	PRESIDENT 3 00	0	0	0
CATHY LISS 900 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	VICE PRESIDE 3 00	0	0	0
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 3 00	0	0	0
ANNA M BARONE 2028 GAMMON STREET CHARLESTON, SC 29414	TREASURER 20 00	45,000	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	16,164,116
b	Average of monthly cash balances.	1b	2,248,263
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	18,412,379
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	18,412,379
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	276,186
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	18,136,193
6	Minimum investment return. Enter 5% of line 5.	6	906,810

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	906,810
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	12,578
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,578
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	894,232
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	894,232
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	894,232

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,557,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,557,000
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	12,578
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,544,422

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				894,232
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	455,928			
b From 2013.	403,446			
c From 2014.	456,934			
d From 2015.	486,829			
e From 2016.	585,763			
f Total of lines 3a through e.	2,388,900			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,557,000</u>				
a Applied to 2016, but not more than line 2a				
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.				894,232
e Remaining amount distributed out of corpus	662,768			
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	3,051,668			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	455,928			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,595,740			
10 Analysis of line 9				
a Excess from 2013.	403,446			
b Excess from 2014.	456,934			
c Excess from 2015.	486,829			
d Excess from 2016.	585,763			
e Excess from 2017.	662,768			

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

ANNA M BARONE
WINLEY FOUNDATION
2517 ROUTE 44 SUITE 11-199
SALT POINT, NY 12578
(845) 489-3373
WINLEYFOUNDATION@AOL.COM

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

TYPEWRITTEN REQUEST TO INCLUDE NAME OF APPLICANT, ADDRESS, TELEPHONE , CONTACT PERSON, REASON FOR REQUEST, CHARITABLE PURPOSE OF ORGANIZATION

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	1,557,000
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

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.	***** 2018-04-24 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	ANTHONY J MORABITO CPA		2018-04-24		P00393052
	Firm's name ► MORABITO & COMPANY				Firm's EIN ► 20-0535748
	Firm's address ► 2 DOVER COURT ROCHESTER, NY 14624				Phone no (585) 429-7759

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
124587 849 LAZARD INTL EQI INST	P	2010-05-28	2017-11-17
125366 70 LAZARD US CORP INCOME INST	P	2010-05-28	2017-11-17
LAZARD CORE FIXED INCOME PARTNERSHIP	P	2015-12-31	2017-04-19
870 MCKESSON CORP	P	2012-12-26	2017-01-19
1125 NXP SEMICONDUCTORS N V COM	P	2015-07-31	2017-01-31
145 AUTOZONE INC	P	2015-08-26	2017-07-05
LAZARD CORE FIXED INCOME K-1 ST LOSS	P	2017-01-01	2017-04-19
1031 881 LAZARD INTL EQI INST	P	2010-05-28	2017-11-17
6847 559 LAZARD US CORP INCOME INST	P	2010-05-28	2017-11-17
2782 039 LAZARD INTL EQI INST	P	2016-12-12	2017-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,398,316		1,474,472	923,844
611,788		616,738	-4,950
7,175,077		7,215,085	-40,008
127,862		84,248	43,614
110,159		112,295	-2,136
75,319		102,201	-26,882
		60,605	-60,605
19,862		17,684	2,178
33,418		33,577	-159
53,554		47,895	5,659

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			923,844
			-4,950
			-40,008
			43,614
			-2,136
			-26,882
			-60,605
			2,178
			-159
			5,659

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
30666 180 LAZARD US CORP INCOME INST	P	2010-05-28	2017-11-17
LAZARD CORE FIXED INCOME K-1 LT GAIN	P	2015-12-31	2017-04-19
155 AUTOZONE INC	P	2011-08-09	2017-07-05
4240 MORGAN STANLEY	P	2013-05-02	2017-04-24
315,000 WHOL ERLY EX	P	2017-06-19	2017-12-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
149,651		150,751	-1,100
110,835			110,835
80,514		42,434	38,080
184,916		94,230	90,686
358,290		361,289	-2,999

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,100
			110,835
			38,080
			90,686
			-2,999

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>				
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003			FOR THE BENEFIT OF ANIMALS	400,000
CHIMP HAVEN INC 13600 CHIMPANZEE PLACE KEITHVILLE, LA 71047			FOR THE BENEFIT OF ANIMALS	20,000
COMPASSION OVER KILLING PO BOX 9773 WASHINGTON, DC 20016			FOR THE BENEFIT OF ANIMALS	50,000
ELEPHANT AID INTERNATIONAL PO BOX 283 ATTAPULGAS, GA 39815			FOR THE BENEFIT OF ANIMALS	50,000
EQUINE RESCUEPO BOX 275 BLOOMINGBURG, NY 12721			FOR THE BENEFIT OF ANIMALS	40,000
Total ▶ 3a				1,557,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF WASHOEPO BOX 728 ELLENSBURG, WA 98926			FOR THE BENEFIT OF ANIMALS	32,000
HEARTPO BOX 738 MAMARONECK, NY 10543			FOR THE BENEFIT OF ANIMALS	60,000
HUMANE SOCIETY US 2100 L STREET NW WASHINGTON, DC 20037			FOR THE BENEFIT OF ANIMALS	400,000
INTERNATIONAL PRIMATE PRO PO BOX 766 SUMMERVILLE, SC 29484			FOR THE BENEFIT OF ANIMALS	300,000
SPECIES SURVIVAL NETWORK 125896 LIME KILN ROAD HIGHLAND, MD 207779556			FOR THE BENEFIT OF ANIMALS	50,000
Total 3a				1,557,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SPIKENARD FARM HONEYBEE SANCTUARY 445 FLOYD HIGHWAY FLOYD, VA 24091			FOR THE BENEFIT OF ANIMALS	5,000
UNEXPECTED WILDLIFE RESCUE INC PO BOX 765 NEWFIELD, NJ 083440765			FOR THE BENEFIT OF ANIMALS	100,000
WILDLIFE BIRD FUND 656 COLUMBUS AVENUE NEW YORK, NY 10024			FOR THE BENEFIT OF ANIMALS	25,000
WOODSTOCK FARM SANCTUARY PO BOX 1329 WOODSTOCK, NY 12498			FOR THE BENEFIT OF ANIMALS	25,000
Total ▶ 3a				1,557,000

TY 2017 Accounting Fees Schedule**Name:** WINLEY FOUNDATION**EIN:** 52-1230146**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	9,925	9,925		

TY 2017 Investments Corporate Bonds Schedule**Name:** WINLEY FOUNDATION**EIN:** 52-1230146**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LAZARD US CORP INCOME PORT-INST		
LAZARD CORE FIXED INCOME FUND		
GENERAL ELECTRIC CO	335,120	324,639
WILLIAMS PARTNERS LP	330,850	327,093
INTL LEASE FINANCE CORP	336,918	331,604
CITIZENS FINANCIAL GROUP INC	313,205	310,877
JEFFERIES GRP LLC	315,000	306,070
AMAZON.COM INC	318,087	314,839
ANHEUSER-BUSCH INBEV FIN	324,904	322,336
CONSTELLATION BRANDS INC	337,838	333,226
SEAGATE HDD CAYMAN SR NT	327,206	319,725
HOME DEPOT INC	338,153	332,114
CVS CAREMARK CORP	323,190	316,698
JPMORGAN CHASE & CO	327,190	328,583
WASTE MANAGEMENT INC	318,906	317,460
GENERAL MOTORS FINANCIAL CO INC	323,883	328,258
UNION PACIFIC CORP	326,179	323,423
AMAZON.COM INC	357,975	361,601
UNITEDHEALTH GROUP INC	317,866	317,328
SUNTRUST BANK	311,447	311,973

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
OWENS CORNING	314,761	309,185
NORTHERN TRUST CORP	318,304	313,831

TY 2017 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION
EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIACOM INC CL B		
VOYA FINANCIAL INC		
420-ALPHABET INC. CLASS A		
275-ALPHABET INC. CLASS C		
2740-AMERICAN EXPRESS CO		
1625-AON PLC		
5300-APPLE INC		
5700-APPLIED MATERIALS INC		
3000-AT&T INC		
300-AUTOZONE INC		
13485-BANK OF AMERICA CORP		
10900-CISCO SYSTEMS INC		
6045-CITIGROUP INC		
4600-COCA COLA CO		
6300-COMCAST CORP - CL A		
3250-CVS HEALTH CORP		
2760-EBAY INC		
440-FACEBOOK INC - A		
1620-FIDELITY NATIONAL INFORMATION		
4070-INTEL CORP		
5000-INTERCONTINENTAL EXCHANGE INC		
880-INTL BUSINESS MACHINES CORP		
2764-JOHNSON CONTROLS INTERNATIONAL		
3850-KELLOGG CO		
127937.16946-LAZARD INTL EQUITY PORT		
3300-MASTERCARD INC		
870-MCKESSON CORP		
4630-MICROSOFT CORP		
1980-MOLSON COORS BREWING CO		
4240-MORGAN STANLEY		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1125-NXP SEMICONDUCTORS NV		
3300-ROSS STORES INC		
4300-CHARLES SCHWAB CORP NEW		
2625-UNION PACIFIC CORP		
2350-UNITED TECHNOLOGIES CORP		
ALPHABET INC CL A	147,820	442,428
ALPHABET INC CL C	46,592	287,760
AMERICAN EXPRESS CO	126,051	272,109
AON PLC	147,621	217,750
APPLE INC	196,496	896,919
APPLIED MATERIALS INC	109,570	291,384
AT&T INC	75,787	116,640
BANK OF AMERICA CORP	191,780	398,077
CHARLES SCHWAB CORP	123,879	220,891
CISCO SYSTEMS INC	230,642	417,470
CITIGROUP INC	197,163	449,808
COCA COLA CO	191,526	211,048
COMCAST CORP SPECIAL CL A	99,365	504,630
CVS HEALTH CORP	127,130	235,625
EBAY INC	177,548	239,649
FACEBOOK INC CL A	49,638	77,642
FIDELITY NATL INFORMATION SE	94,468	152,426
INTEL CORP	96,314	187,871
INTERCONTINENTAL EXCHANGE GROUP	170,246	352,800
INTERNATIONAL BUSINESS MACHINE CORP	87,217	135,010
JOHNSON CTLS INTL PLC	119,876	105,336
KELLOGG CO	260,974	261,723
MASTERCARD INC	56,278	499,488
MICROSOFT CORP	153,476	396,050
MOLSON COORS BREWING CO CL B	171,687	162,499

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROSS STORES INC	66,665	264,825
UNION PACIFIC CORP	221,264	352,013
UNITED TECHNOLOGIES CORP	91,129	299,790
ISHARES CORE MSCI EAFE ETF	2,392,997	2,445,330

TY 2017 Investments Government Obligations Schedule**Name:** WINLEY FOUNDATION**EIN:** 52-1230146**US Government Securities - End
of Year Book Value:**

397,281

**US Government Securities - End
of Year Fair Market Value:**

394,360

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Other Expenses Schedule**Name:** WINLEY FOUNDATION**EIN:** 52-1230146**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT ADVISORY FEES	75,786	75,786		
INVESTMENT MGMT FEES-LAZARD	14,092	14,092		
INSURANCE	2,478			
FILING FEES	750			
OFFICE EXPENSE	280			
POSTAGE & DELIVERY	612			
LAZARD CORE K-1 INVESTMENT EX	1,193	1,193		

TY 2017 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STOCK CLASS ACTION SETTLEMENT	215	215	

TY 2017 Taxes Schedule**Name:** WINLEY FOUNDATION**EIN:** 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES ON NET INVESTMENT I	18,680			
FOREIGN TAXES WITHHELD ON DIVIDE	3,266			