

Form 990-PF

Department of the Treasury
Internal Revenue Service

EXTENDED TO JANUARY 15, 2019

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.

Go to www.irs.gov/Form990PF for instructions and the latest information.

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OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

MAR 1, 2017

and ending

FEB 28, 2018

Name of foundation

WINDMILL FOUNDATION INC.

-C/O PKF O'CONNOR DAVIES LLP

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

3001 SUMMER STREET 5TH FLOOR EAST

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

STAMFORD, CT 06905

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

\$ 12,048,987. (Part I, column (d) must be on cash basis.)

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).)

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

15,000.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

5,995.

5,995.

STATEMENT 1

4 Dividends and interest from securities

346,665.

346,665.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

129,293.

b Gross sales price for all assets on line 6a 6,511,891.

7 Capital gain net income (from Part IV, line 2)

129,293.

8 Net short-term capital gain

9 Income modifications

Gross sales less returns and allowances

10a Less Cost of goods sold

c Gross profit or (loss)

11 Other income

2,820.

2,820.

STATEMENT 3

12 Total Add lines 1 through 11

499,773.

484,773.

13 Compensation of officers, directors, trustees, etc

15,000.

2,250.

12,750.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 4

6,264.

3,141.

3,123.

b Accounting fees

STMT 5

10,000.

9,000.

1,000.

c Other professional fees

STMT 6

58,846.

58,846.

0.

17 Interest

18 Taxes

STMT 7

14,395.

14,395.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 8

2,869.

2,869.

0.

24 Total operating and administrative expenses Add lines 13 through 23

107,374.

90,501.

16,873.

25 Contributions, gifts, grants paid

545,000.

545,000.

26 Total expenses and disbursements Add lines 24 and 25

652,374.

90,501.

561,873.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-152,601.

b Net investment income (if negative, enter -0-)

394,272.

c Adjusted net income (if negative, enter -0-)

N/A

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Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|---|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 797,201. | 251,438. | 251,438. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations STMT 10 | 499,321. | 3,706,614. | 3,620,606. |
| | b Investments - corporate stock STMT 11 | 2,448,158. | 2,863,506. | 5,672,137. |
| | c Investments - corporate bonds STMT 12 | 5,719,679. | 2,530,489. | 2,504,806. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment, basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 9,464,359. | 9,352,047. | 12,048,987. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31 | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31 | | | |
| | 27 Capital stock, trust principal, or current funds | 9,464,359. | 9,464,359. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 0. | -112,312. | |
| 30 Total net assets or fund balances | 9,464,359. | 9,352,047. | | |
| 31 Total liabilities and net assets/fund balances | 9,464,359. | 9,352,047. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|---|------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 9,464,359. |
| 2 Enter amount from Part I, line 27a | 2 | -152,601. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 3 | 40,289. |
| 4 Add lines 1, 2, and 3 | 4 | 9,352,047. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 9,352,047. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (for example, 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 FIDELITY ACCT 534203 | P | | |
| b FIDELITY ACCT 534198 | P | | |
| c FIDELITY ACCT 534198 | P | | |
| 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 172,650. | | 89,621. | 83,029. |
| b 642,769. | | 639,400. | 3,369. |
| c 5,696,472. | | 5,653,577. | 42,895. |
| d | | | |
| e | | | |

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

| (i) FMV 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 | | | 83,029. |
| b | | | 3,369. |
| c | | | 42,895. |
| 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 | 129,293. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | { If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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)) |
|---|---------------------------------------|---|--|
| 2016 | 533,718. | 11,075,821. | .048188 |
| 2015 | 524,855. | 10,100,126. | .051965 |
| 2014 | 516,006. | 10,798,696. | .047784 |
| 2013 | 469,194. | 10,382,688. | .045190 |
| 2012 | 519,868. | 9,850,394. | .052776 |

| | | |
|--|----------|--------------------|
| 2 Total of line 1, column (d) | 2 | .245903 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years | 3 | .049181 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 11,793,841. |
| 5 Multiply line 4 by line 3 | 5 | 580,033. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,943. |
| 7 Add lines 5 and 6 | 7 | 583,976. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 561,873. |

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

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

| | | | |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 7,885. |
| 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 | 0. |
| 3 Add lines 1 and 2 | | 3 | 7,885. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | | 4 | 0. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 7,885. |
| 6 Credits/Payments: | | | |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a | 8,846. | |
| b Exempt foreign organizations - tax withheld at source | 6b | 0. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 0. | |
| d Backup withholding erroneously withheld | 6d | 0. | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 8,846. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 7. | |
| 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 | 954. | |
| 11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> CT | | |
| 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 | 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|-----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions | | X |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Website address N/A | | |
| 14 The books are in care of ERNEST F. STEINER Telephone no. 203-655-0193 | | |
| Located at 124 RIDGE ACRES, DARIEN, CT ZIP+4 06820 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year | | |
| | 15 | N/A |
| 16 At any time during calendar year 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? | | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here | | |
| | 1b | X |
| 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 | 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | |
| | 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. | | |
| | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 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.) | N/A | |
| | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? | | X |
| | 4b | |

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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?

N/A

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 13 | | 15,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

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(continued)

(c) Compensation

0

Expenses

0.

Amount

0.

~~2017.04010 WINDMILL FOUNDATION INC. 14405211~~

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 | 10,860,007. |
| b | Average of monthly cash balances | 1b | 1,113,436. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 11,973,443. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 11,973,443. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 179,602. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 11,793,841. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 589,692. |

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 | 589,692. |
| 2a | Tax on investment income for 2017 from Part VI, line 5 | 2a | 7,885. |
| b | Income tax for 2017. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 7,885. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 581,807. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 581,807. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 581,807. |

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 | 561,873. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 | 4 | 561,873. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 561,873. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2017)

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 | | | | 581,807. |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only | | | 483,859. | |
| b Total for prior years: | | 0. | | |
| 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 | 0. | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 561,873. | | | | |
| a Applied to 2016, but not more than line 2a | | | 483,859. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2017 distributable amount | | | | 78,014. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 | | | | 503,793. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a | 0. | | | |
| 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 | | | | |

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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

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:

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

- c** Any submission deadlines.

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

WINDMILL FOUNDATION INC.

Form 990-PF (2017)

C/O PKF O'CONNOR DAVIES LLP

13-3411161

Page 11

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|---|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| AMERICARES FOUNDATION 88 HAMILTON AVENUE STAMFORD, CT 06902 | NONE | PC | GENERAL SUPPORT | |
| BIGFORK ACES, INC. 439 GRAND AVENUE BIGFORK, MT 59911 | NONE | PC | SUMMER PROGRAMS | 20,000. |
| CHILD BRIDGE P.O. BOX 310 BIGFORK, MT 59911 | NONE | PC | GENERAL SUPPORT | 30,000. |
| FAIRFIELD UNIVERSITY 1073 NORTH BENSON ROAD FAIRFIELD, CT 06824 | NONE | PC | MUSEUM EDUCATOR FAIRFIELD UNIVERSITY ART MUSEUM | 50,000. |
| FAMILY & CHILDREN'S AGENCY 9 MOTT AVENUE NORWALK, CT 06850 | NONE | PC | AFTERSCHOOL PROGRAM | 35,000. |
| Total | | | SEE CONTINUATION SHEET(S) | 545,000. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

Form 990-PF (2017)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|-------------------------|---------------------------|-------------------------------|--------------------------------------|--|--------------------------------------|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | | Related or exempt function income |
| 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 | | | 14 | 5,995. | | |
| 4 Dividends and interest from securities | | | 14 | 346,665. | | |
| 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 | | | | | | 2,820. |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 129,293. | | |
| 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) | | 0. | | 481,953. | | 2,820. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | | 484,773. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|---|-----------------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| FAMILY CENTERS 40 ARCH STREET P.O. BOX 7550 GREENWICH, CT 06836-7550 | NONE | PC | GENERAL SUPPORT | 25,000. |
| FLATHEAD VALLEY COMMUNITY COLLEGE FOUNDATION 777 GRANDVIEW DRIVE KALISPELL, MT 59901 | NONE | PC | STUDENT HEALTH CLINIC | 100,000. |
| GLACIER NATIONAL PARK CONSERVANCY P.O. BOX 2749 COLUMBIA FALLS, MT 59912 | NONE | PC | GENERAL SUPPORT | |
| KALISPELL REGIONAL HEALTHCARE FOUNDATION 310 SUNNYVIEW LANE KALISPELL, MT 59901 | NONE | PC | EMERGENCY CENTER SERVICES/GENERAL SUPPORT | |
| MONTANA STATE UNIVERSITY ALUMNI FOUNDATION 1501 SOUTH 11TH AVENUE BOZEMAN, MT 59715 | NONE | PC | GENERAL SUPPORT | 25,000. |
| NORWALK COMMUNITY COLLEGE 188 RICHARDS AVENUE NORWALK, CT 06854 | NONE | PC | EDUCATIONAL SUPPORT | 50,000. |
| SEMPER FI FUND 825 COLLEGE BOULEVARD SUITE 102 PMB 609 OCEANSIDE, CA 92057 | NONE | PC | GENERAL SUPPORT | 50,000. |
| ST. ALOYSIUS SCHOOL 223 WEST 132ND STREET NEW YORK, NY 10027 | NONE | PC | ST. ALOYSIUS FUND | |
| THE JACKIE ROBINSON FOUNDATION 75 VARICK STREET 2ND FLOOR NEW YORK, NY 10013 | NONE | PC | GENERAL SUPPORT | 60,000. |
| UNIVERSITY OF MONTANA FOUNDATION P.O. BOX 7159 MISSOULA, MT 59807-7159 | NONE | PC | EDUCATIONAL OUTREACH | 30,000. |
| Total from continuation sheets | | | | 410,000. |

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

WINDMILL FOUNDATION INC.
C/O PKF O'CONNOR DAVIES LLP

Employer identification number

13-3411161

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2017)**

Name of organization

WINDMILL FOUNDATION INC.

C/O PKF O'CONNOR DAVIES LLP

Employer identification number

13-3411161

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|---|
| 1 | ERNEST F. STEINER & ANNA B. STEINER 124 RIDGE ACRES DARIEN, CT 06820 | \$ 15,000. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

WINDMILL FOUNDATION INC.
C/O PKF O'CONNOR DAVIES LLP

Employer identification number

13-3411161

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
|------------------------------|--|---|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization

Employer identification number

WINDMILL FOUNDATION INC.

C/O PKF O'CONNOR DAVIES LLP

13-3411161

Part III

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

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| OTHER INTEREST INCOME | 86. | 86. | |
| TREASURY BOND INCOME | 5,909. | 5,909. | |
| TOTAL TO PART I, LINE 3 | 5,995. | 5,995. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDENDS RECEIVED | 140,076. | 0. | 140,076. | 140,076. | |
| INTEREST RECEIVED | 206,589. | 0. | 206,589. | 206,589. | |
| TO PART I, LINE 4 | 346,665. | 0. | 346,665. | 346,665. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME | 2,820. | 2,820. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 2,820. | 2,820. | |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | 6,264. | 3,141. | | 3,123. |
| TO FM 990-PF, PG 1, LN 16A | 6,264. | 3,141. | | 3,123. |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTANT FEES | 10,000. | 9,000. | | 1,000. |
| TO FORM 990-PF, PG 1, LN 16B | 10,000. | 9,000. | | 1,000. |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES | 58,846. | 58,846. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 58,846. | 58,846. | | 0. |

FORM 990-PF

TAXES

STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX WITHHELD | 846. | 846. | | 0. |
| OTHER TAXES | 13,549. | 13,549. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 14,395. | 14,395. | | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ADR FEE | 38. | 38. | | 0. |
| BOA SERVICE FEE | 9. | 9. | | 0. |
| EXPENSE | 2,822. | 2,822. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 2,869. | 2,869. | | 0. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

| DESCRIPTION | AMOUNT |
|--|---------|
| PRIOR PERIOD ADJUSTMENT FOR STOCK ACQUISITION VALUE REPORTED | 40,289. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 40,289. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| SEE ATTACHED SCHEDULE | | X | 3,207,293. | 3,120,606. |
| U.S. TREASURY BONDS | X | | 499,321. | 500,000. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 499,321. | 500,000. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | 3,207,293. | 3,120,606. |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 3,706,614. | 3,620,606. |

FORM 990-PF CORPORATE STOCK STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| SEE ATTACHED SCHEDULE | 2,863,506. | 5,672,137. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,863,506. | 5,672,137. |

FORM 990-PF CORPORATE BONDS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| SEE ATTACHED SCHEDULE | 2,530,489. | 2,504,806. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,530,489. | 2,504,806. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|----------------------------------|-------------------|------------------------------|--------------------|
| ANNA B. STEINER 124 RIDGE ACRES ROAD DARIEN, CT 06820 | PRESIDENT 1.00 | 0. | 0. | 0. |
| ERNEST F. STEINER 124 RIDGE ACRES ROAD DARIEN, CT 06820 | VICE-PRESIDENT/TREASURER 2.00 | 0. | 0. | 0. |
| JOHN R. MUSICARO, JR. P.O. BOX 120 STAMFORD, CT 06904 | SECRETARY 0.10 | 0. | 0. | 0. |
| RICHARD BEILOCK P.O. BOX 626 MCINTOSH, FL 32664 | DIRECTOR 0.50 | 5,000. | 0. | 0. |
| WALTER SIMON 145 SOUTH SALEM ROAD RIDGEFIELD, CT 06877 | DIRECTOR 0.50 | 5,000. | 0. | 0. |
| BRIAN BELLAMY 1735 ELLA T. GRASSO BOULEVARD NEW HAVEN, CT 06511 | DIRECTOR 0.50 | 5,000. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 15,000. | 0. | 0. |

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

ANNA B. STEINER
ERNEST F. STEINER

Windmill Foundation
Schedule B-4
Principal On Hand

Cash & Cash Equivalents

| | | | | |
|-------------------------------------|----|---------|----|---------|
| Bank of America Checking Account | \$ | 17,251 | \$ | 17,251 |
| Fidelity Investments | | 23,205 | | 23,205 |
| Fidelity Investments | | 180,422 | | 180,422 |
| Merrill Lynch Bank of America | | 30,560 | | 30,560 |

Total Cash & Cash Equivalents

| | | | |
|----|---------|----|---------|
| \$ | 251,438 | \$ | 251,438 |
|----|---------|----|---------|

| No. of Shares | Stocks | Fair Market Value 2/28/2017 | Fiduciary Acquisition Value |
|---------------|--|--------------------------------|--------------------------------|
| 650 0 | AbbVie Inc | \$ 75,290 | \$ 30,704 |
| 36 0 | Advantix Inc COM | 1,489 | 267.29 |
| 900 0 | American Express Company | 87,759 | 39,347 |
| 450 0 | AMGen Inc | 82,697 | 57,411 |
| 1,050 0 | American Intl Group Inc | 60,207 | 64,248 |
| 315 0 | Apple Inc | 56,108 | 30,465 |
| 670 0 | Automatic Data Processing Inc | 77,264 | 23,769 |
| 1,000 0 | Baker Hughes Inc | 26,400 | 45,484 |
| 3,000 0 | Bank of America Corporation | 96,300 | 39,233 |
| 420 0 | Berkshire Hathaway Inc Del Class B New | 87,024 | 27,532 |
| 300 0 | Chubb Limited | 42,576 | 32,814 |
| 650 0 | Citigroup Inc Com New | 49,069 | 38,798 |
| 1,500 0 | Dominion Resources, Inc | 111,105 | 62,655 |
| 550 0 | EOG Resources Inc | 55,781 | 50,076 |
| 800 0 | Exxon Mobil Corporation | 60,592 | 48,197 |
| 275 0 | Facebook Inc Class A | 49,038 | 23,123 |
| 295 0 | Fedex | 72,691 | 78,996 |
| 660 0 | Fidelity National Information Services | 64,139 | 51,652 |
| 1,250 0 | Halliburton Co Holding | 58,025 | 66,269 |
| 1,040 0 | Hilton Worldwide | 84,022 | 65,202 |
| 600 0 | Honeywell International Inc | 90,666 | 33,365 |
| 800 0 | Ingersoll-Rand | 71,040 | 64,818 |
| 300 0 | JM Smucker Company | 37,890 | 13,241 |

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| No. of Shares | Stocks | Fair Market Value 2/28/2017 | Fiduciary Acquisition Value |
|---------------|-------------------------------------|--------------------------------|--------------------------------|
| 450 0 | Johnson & Johnson | 58,446 | 22,886 |
| 525 0 | JP Morgan Chase & Company | 60,638 | 26,445 |
| 800 0 | Lowes COS | 71,672 | 63,104 |
| 2,000 0 | Mattel Inc | 31,800 | 28,625 |
| 655 0 | Monsanto co | 80,807 | 76,906 |
| 1,940 0 | Morgan Stanley | 108,679 | 39,770 |
| 3,500 0 | Norfolk Southern Corporation | 486,780 | 115,849 |
| 235 0 | Northrop Grumman Corp | 82,259 | 79,618 |
| 1,140 0 | Paypal Holdings Inc | 90,527 | 17,131 |
| 580 0 | Pepsico Inc | 63,643 | 26,535 |
| 1,500 0 | Procter & Gamble Company | 117,780 | 83,093 |
| 846 0 | Prologis | 51,335 | 34,427 |
| 100 0 | Regeneron | 32,044 | 40,284 |
| 620 0 | Rio Tinto ADR | 33,920 | 24,727 |
| 3,500 0 | Rockwell Automation Inc | 632,800 | 140,896 |
| 5,500 0 | Rockwell Collins Inc | 757,460 | 239,844 |
| 525 0 | Royal Caribbean Cruises Ltd | 66,465 | 35,746 |
| 6,500 0 | Royal Dutch Shell plc (ADR) Class A | 411,255 | 342,183 |
| 1,350 0 | Sanofi Sponsored ADR | 52,988 | 64,169 |
| 300 0 | Schlumberger Limited | 19,692 | 6,517 |
| 1,160 0 | Skyworks Solutions Inc | 126,730 | 25,214 |
| 1,000 0 | The Walt Disney Company | 103,160 | 24,967 |
| 1,900 0 | Toll Brothers Inc | 83,277 | 64,146 |
| 500 0 | Union Pacific Corporation | 65,125 | 33,244 |
| 1,000 0 | United Parcel Service Inc Class B | 104,410 | 76,010 |
| 2,000 0 | Visa Inc | 245,880 | 39,501 |
| 1,415 0 | Wells Fargo & Company | 82,650 | 84,918 |
| 1 900 0 | Williams Companies Inc | 52,744 | 19,083 |
| Total Stocks | | <u>\$ 5,672,137</u> | <u>\$ 2,863,506</u> |

| Paid Value | Bonds, Debentures & T-Bills | | Fair Market Value 2/29/2018 | Fiduciary Acquisition Value |
|------------|---|------------|--------------------------------|--------------------------------|
| 65,000 | Consolidated Edison Company of NY Inc 5.85% | 4/1/2018 | \$ 65,154 | \$ 67,227 |
| 200,000 | Cumgroup Inc 1.7% | 4/27/2018 | 199,876 | 200,000 |
| 250,000 | Crane Co 2.75% | 12/15/2018 | 250,230 | 254,375 |
| 174,000 | Deere John Cap 5.75% | 9/10/2018 | 177,068 | 182,159 |

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| Par Value | Bonds, Debentures & T-Bills | | Fair Market Value 2/29/2018 | Fiduciary Acquisition Value |
|--|--|-----------|--------------------------------|--------------------------------|
| 353,000 | Duke Energy Corp 2 1% | 6/15/2018 | 352,728 | 354,225 |
| 50,000 | Eli Lilly & Company 5 5% | 3/15/2027 | 57,953 | 48,362 |
| 200,000 | EMC Corp Mass Note 1 875% | 6/1/2018 | 199,396 | 199,750 |
| 250,000 | Harris Corp Del Note 1 999% | 4/27/2018 | 249,893 | 250,688 |
| 200,000 | Icalun Enterprises L.P. 6% | 8/1/2020 | 203,900 | 207,799 |
| 37,000 | Invesco Fin 4 0% | 1/30/2024 | 38,143 | 39,301 |
| 35,000 | McDonalds Corporation 5% | 2/1/2019 | 35,755 | 35,582 |
| 300,000 | Merrill Lynch 6 5% | 7/15/2018 | 304,500 | 318,525 |
| 213,000 | Philip Morris Intl Inc 5 65% | 5/16/2018 | 214,512 | 220,027 |
| 101,000 | Toll Brothers Financial Corporation 5 875% | 2/15/2022 | 107,565 | 102,971 |
| 50,000 | Wake Forest Med | 6/1/2026 | 48,134 | 49,500 |
| Total Bonds, Debentures and T-Bills | | | \$ 2,504,806 | \$ 2,530,489 |

| Par Value | Municipal Bonds | | Fair Market Value 2/29/2018 | Fiduciary Acquisition Value |
|-----------|---|------------|--------------------------------|--------------------------------|
| 50,000 | Atlanta & Fulton CNTY GA 3 229% | 12/15/2025 | 48,677 | 50,563 |
| 20,000 | Austin Tex Cmnty College 6 323% | 8/1/2024 | 22,745 | 23,773 |
| 50,000 | Baltimore MD Go BDS 6 04% | 10/15/2028 | 56,158 | 57,900 |
| 80,000 | California St Go BDS 6 875% | 11/1/2026 | 98,929 | 102,794 |
| 60,000 | Connecticut St for Previous Issues 2 551% | 10/15/2022 | 57,930 | 58,740 |
| 40,000 | Connecticut St Go BDS 5 632% | 12/1/2029 | 44,957 | 46,260 |
| 25,000 | Convention CTR AUTH 3 265% | 5/15/2027 | 24,007 | 25,100 |
| 25,000 | Dallas CNTY TEX HOSP 5 298% | 8/15/2026 | 28,034 | 28,526 |
| 20,000 | DE Kalb Cnty GA % | 4/1/2021 | 17,564 | 18,190 |
| 60,000 | District Columbia Go Bus 5 67% | 6/1/2022 | 66,380 | 67,173 |
| 50,000 | Evansville IND Redev 6 86% | 2/1/2029 | 54,780 | 55,265 |
| 85,000 | Florida Hurricane 2 995% | 7/1/2020 | 85,781 | 86,743 |
| 30,000 | Fulton CNTY GA Go 4 948% | 7/1/2030 | 33,284 | 34,206 |
| 65,000 | Hillsborough CNTY FLA 3 25% | 10/1/2024 | 64,370 | 65,845 |
| 15,000 | Honolulu Hawaii City & CNTY 5 0% | 12/1/2023 | 15,889 | 16,059 |
| 75,000 | Idaho St Bldg Auth 3 48% | 9/1/2030 | 72,898 | 75,794 |
| 40,000 | Illinois St Go 5 877% | 3/1/2019 | 40,968 | 41,340 |
| 75,000 | Jackson CNTY Mich Taxable 3 779% | 12/1/2031 | 74,693 | 76,417 |
| 40,000 | Lakeland FLA CAP 5 929% | 10/1/2030 | 44,342 | 47,240 |
| 55,000 | Las Vegas Valley Nev WTR Dis 5 6% | 3/1/2031 | 64,881 | 66,963 |
| 80,000 | Mass ST College 3 371% | 5/1/2029 | 77,542 | 79,600 |

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| Par Value | Municipal Bonds | | Fair Market Value 2/29/2018 | Fiduciary Acquisition Value |
|-----------|--|-----------|--------------------------------|--------------------------------|
| 55,000 | Mass St Go BDS 4.91% | 5/1/2029 | 62,003 | 63,703 |
| 70,000 | MC Lennan Cnty 2.75% | 6/1/2021 | 69,067 | 70,315 |
| 35,000 | Mesa Ariz Util Sys 3.719% | 7/1/2023 | 35,488 | 36,278 |
| 75,000 | Missouri St HWY & Trans Commn 5.213% | 5/1/2025 | 82,889 | 85,690 |
| 70,000 | New Hampshire Health 3.249% | 7/1/2029 | 67,155 | 69,028 |
| 105,000 | New Mexico Fin 3.18% | 6/15/2028 | 100,803 | 104,580 |
| 20,000 | New Orleans LA go Ltd 3.892% | 9/1/2023 | 20,379 | 20,920 |
| 70,000 | New York NY City Transitional 3.45% | 8/1/2026 | 70,512 | 72,128 |
| 100,000 | New York NY Go BDS 2.46% | 8/1/2026 | 93,677 | 95,160 |
| 155,000 | New York NY Go BDS 4.769% | 10/1/2023 | 166,999 | 170,748 |
| 25,000 | New York NY Taxable Go BDS 3.1% | 12/1/2025 | 24,626 | 25,250 |
| 50,000 | Ontario Calif intl 2.184% | 5/15/2021 | 48,171 | 49,319 |
| 75,000 | Palm Beach CNTY FLA 3.666% | 12/1/2027 | 73,433 | 76,459 |
| 85,000 | San Francisco Calif City & CNTY Pub 5.05% | 10/1/2025 | 93,203 | 96,217 |
| 20,000 | San Francisco Calif City & CNTY Pub 5.2% | 10/1/2026 | 22,280 | 23,110 |
| 85,000 | San Francisco Calif City & CNTY Uni Sch 5.735% | 6/15/2030 | 99,182 | 101,788 |
| 25,000 | San Francisco Calif City Go 5.45% | 6/15/2025 | 28,174 | 28,946 |
| 165,000 | South Carolina ST Pub 3.922% | 12/1/2024 | 168,196 | 172,911 |
| 75,000 | South Carolina ST Pub 4.122% | 12/1/2025 | 76,049 | 77,438 |
| 100,000 | Springfield MO Sch 5.0% | 9/1/2027 | 110,221 | 114,000 |
| 100,000 | State Pub Sch PA 5% | 9/15/2027 | 107,869 | 109,150 |
| 100,000 | Union City GA Rev % | 1/1/2027 | 105,954 | 111,701 |
| 50,000 | University Hawaii REV Taxable 3.65% | 10/1/2030 | 48,504 | 50,906 |
| 30,000 | Upper Santa Clara VY JT 3.375% | 8/1/2030 | 28,971 | 29,478 |
| 20,000 | Virginia St Pub Sch 5.512% | 8/1/2030 | 23,238 | 23,800 |
| 25,000 | Virginia St Res Auth 4.753% | 11/1/2031 | 26,375 | 27,462 |
| 50,000 | Washington St Motor Vehicle Fuel Tax Go 4.669% | 8/1/2024 | 54,335 | 55,330 |
| 55,000 | Wisconsin ST Gen 2.483% | 5/1/2027 | 50,567 | 52,511 |
| 65,000 | Wisconsin St go Bds 4.2% | 5/1/2024 | 67,481 | 68,479 |

Total Schedule B-4

| | | | |
|----|------------|----|-----------|
| \$ | 3,120,606 | \$ | 3,207,293 |
| \$ | 11,548,987 | \$ | 8,852,726 |