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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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) Room/suite
100 NORTH VILLAGE AVE STE 35

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 ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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*) ▶$ 15,588,180

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	854	854		
	4	Dividends and interest from securities	404,276	404,276		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	826,980			
	b	Gross sales price for all assets on line 6a 3,966,133				
	7	Capital gain net income (from Part IV, line 2)		826,980		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,780	1,780		
	12	**Total.** Add lines 1 through 11	1,233,890	1,233,890		
Operating and Administrative Expenses	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)	18,816	6,738		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	113,110	108,483		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	186,851	170,146		0
	25	Contributions, gifts, grants paid	1,484,910			1,484,910
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,671,761	170,146		1,484,910
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-437,871			
	b	**Net investment income** (if negative, enter -0-)		1,063,744		
	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	18,009	28,249	28,249
2	Savings and temporary cash investments	190,028	67,080	67,080
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	746,665	747,540
b	Investments—corporate stock (attach schedule)	6,221,199	5,615,391	8,592,631
c	Investments—corporate bonds (attach schedule)	6,516,982	6,448,243	6,152,680
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)	13,343,499	12,905,628	15,588,180
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	13,343,499	12,905,628	
30	**Total net assets or fund balances** (see instructions)	13,343,499	12,905,628	
31	**Total liabilities and net assets/fund balances** (see instructions)	13,343,499	12,905,628	

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	13,343,499
2	Enter amount from Part I, line 27a	2	-437,871
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,905,628
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	12,905,628

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	826,980
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	-161,653

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))
2017	1,544,422	18,136,193	0 085157
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

2 Total of line 1, column (d)	2	0 383233
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 076647
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,771,398
5 Multiply line 4 by line 3	5	1,362,124
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,637
7 Add lines 5 and 6	7	1,372,761
8 Enter qualifying distributions from Part XII, line 4	8	1,484,910

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	10,637
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	10,637
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	10,637
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 17,000		
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	17,000
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	6,363
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 6,363	**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)	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	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? *If "No," attach explanation*	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.	11		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?	13	Yes	

Website address ▶NONE

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 |

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	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

			Yes	No
	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)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?.	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?. ☐ 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 2018 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 2018).*	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 2018?	4b		No

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☑ No			

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
HEIDI PRESCOTT 700 PROFESSIONAL DRIVE SUITE A GAITHERSBURG, MD 20879	PRESIDENT 000 00	0	0	0
CATHY LISS 900 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	VICE PRESIDE 000 00	0	0	0
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 000 00	0	0	0
ANNA M BARONE 2028 GAMMON STREET CHARLESTON, SC 29414	TREASURER 000 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	**(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 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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**	17,792,692
b	Average of monthly cash balances.	**1b**	249,336
c	Fair market value of all other assets (see instructions).	**1c**	0
d	**Total** (add lines 1a, b, and c).	**1d**	18,042,028
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**	18,042,028
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	**4**	270,630
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	17,771,398
6	**Minimum investment return.** Enter 5% of line 5.	**6**	888,570

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**	888,570
2a	Tax on investment income for 2018 from Part VI, line 5.	**2a**	10,637		
b	Income tax for 2018 (This does not include the tax from Part VI).	**2b**			
c	Add lines 2a and 2b.			**2c**	10,637
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	877,933
4	Recoveries of amounts treated as qualifying distributions.			**4**	
5	Add lines 3 and 4.			**5**	877,933
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**	877,933

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**	1,484,910
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**	1,484,910
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**	10,637
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	1,474,273

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					877,933
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2018					
a From 2013.	403,446				
b From 2014.	456,934				
c From 2015.	486,829				
d From 2016.	585,763				
e From 2017.	662,768				
f **Total** of lines 3a through e.		2,595,740			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 1,484,910					
a Applied to 2017, 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 2018 distributable amount.					877,933
e Remaining amount distributed out of corpus		606,977			
5 Excess distributions carryover applied to 2018 *(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		3,202,717			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7 (see instructions) . . .		403,446			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		2,799,271			
10 Analysis of line 9					
a Excess from 2014. . . .	456,934				
b Excess from 2015. . . .	486,829				
c Excess from 2016. . . .	585,763				
d Excess from 2017. . . .	662,768				
e Excess from 2018. . . .	606,977				

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 2018, 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)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	854	
4 Dividends and interest from securities			14	404,276	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	826,980	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a STOCK CLASS ACTION SETTLEME			14	1,780	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,233,890	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,233,890

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**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) (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

****** | 2019-04-24 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶	PTIN
ANTHONY J MORABITO CPA		2019-04-24	☑	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

	(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)
1	ACTIVISION BLIZZARD INC-4000	P	2018-01-18	2018-11-28
1	APPLE INC-1000	P	2010-02-03	2018-11-28
	ANHEUSER BUSCH INBEV SA SPON-2000	P	2018-01-11	2018-09-10
	CISCO SYS INC-1500	P	2006-08-03	2018-11-28
	US TSY NOTE 2 1/4 11-15-27-	P	2017-11-27	2018-08-15
	COMCAST CORP (NEW) CLASS A-2600	P	2008-02-01	2018-11-27
	GENERAL ELECTRIC 5 000 1-31-58-	P	2017-06-19	2018-01-30
	COMCAST CORP (NEW) CLASS A-10000	P	2009-12-03	2018-11-27
	FACEBOOK INC CL-A-440	P	2016-03-23	2018-11-28
	MASTERCARD INC CL A-500	P	2009-06-11	2018-11-28

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)
202,237		279,440	-77,203
175,952		28,492	147,460
179,611		228,888	-49,277
69,569		26,328	43,241
380,688		397,281	-16,593
99,242		23,767	75,475
316,540		335,120	-18,580
381,699		75,598	306,101
58,865		49,638	9,227
97,511		8,527	88,984

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	
			-77,203
			147,460
			-49,277
			43,241
			-16,593
			75,475
			-18,580
			306,101
			9,227
			88,984

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

	(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)
	FIDELITY NATL INFORMATION SE-1620	P	2016-01-08	2018-11-28
1	MICROSOFT CORP-400	P	2006-01-23	2018-11-28
	ISHARES CORE MSCI EAFE ETF-5000	P	2017-11-17	2018-11-28
	MICROSOFT CORP-230	P	2007-03-14	2018-11-28
	JOHNSON CTLS INTL PLC-1446 1	P	2014-01-17	2018-08-07
	US TSY NOTE 12/6/18	P	2018-09-14	2018-12-06
	JOHNSON CTLS INTL PLC-1317 9	P	2014-01-21	2018-08-07
	US TSY NOTE 12/20/18	P	2018-08-15	2018-12-20
	KELLOGG CO-2040	P	2015-04-07	2018-04-11
	KELLOGG CO-1810	P	2015-10-19	2018-04-11

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)
170,203		94,468	75,735
43,276		10,547	32,729
293,096		323,378	-30,282
24,884		6,199	18,685
54,922		62,649	-7,727
450,000		450,000	
50,053		57,227	-7,174
200,000		200,000	
129,151		134,477	-5,326
114,589		126,497	-11,908

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	
			75,735
			32,729
			-30,282
			18,685
			-7,727
			-7,174
			-5,326
			-11,908

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

	(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)
	MOLSON COORS BREWING CO CL B-1060	P	2016-01-29	2018-01-11
1	MOLSON COORS BREWING CO CL B-920	P	2016-02-12	2018-01-11
	ALPHABET INC CL A-120	P	2008-10-08	2018-11-28
	APPLE INC-1000	P	2010-02-03	2018-01-18

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)
89,727		94,273	-4,546
77,876		77,415	461
126,476		20,452	106,024
179,966		28,492	151,474

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	
			-4,546
			461
			106,024
			151,474

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003			FOR THE BENEFIT OF ANIMALS	501,250
COMPASSION ANIMAL PROTECT SOCIETY 759 CJC HWY 332 COHASSET, MA 02025			FOR THE BENEFIT OF ANIMALS	12,520
COMPASSION OVER KILLING PO BOX 9773 WASHINGTON, DC 20016			FOR THE BENEFIT OF ANIMALS	25,070
Total . . . . ▶ **3a**				1,484,910

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EQUINE RESCUEPO BOX 275 BLOOMINGBURG, NY 12721			FOR THE BENEFIT OF ANIMALS	56,400
FRIENDS OF WASHOEPO BOX 728 ELLENSBURG, WA 98926			FOR THE BENEFIT OF ANIMALS	40,100
GLOBAL FEDERAL OF ANIMAL SANCTUARIE PO BOX 73308 PHOENIX, AZ 85050			FOR THE BENEFIT OF ANIMALS	75,180
Total . . . . ▶ **3a**				1,484,910

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HEARTPO BOX 738 MAMARONECK, NY 10543			FOR THE BENEFIT OF ANIMALS	93,990
HOPE'S LEGACY EQUINE RESCUE 5145 TAYLOR CREEK ROAD AFTON, VA 22920			FOR THE BENEFIT OF ANIMALS	6,260
HUMANE FARM ANIMAL CAREPO BOX 82 MIDDLEBURG, VA 20118			FOR THE BENEFIT OF ANIMALS	37,590
Total . . . . ▶ **3a**				1,484,910

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMANE SOCIETY US 2100 L STREET NW WASHINGTON, DC 20037			FOR THE BENEFIT OF ANIMALS	501,250
MINDY'S MEMORY PRIMATE SANCTUARY PO BOX 134 NEWCASTLE, OK 73065			FOR THE BENEFIT OF ANIMALS	18,780
SPECIES SURVIVAL NETWORK 125896 LIME KILN ROAD HIGHLAND, MD 207779556			FOR THE BENEFIT OF ANIMALS	62,660
Total . . . . ▶ **3a**				1,484,910

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SPIKENARD FARM HONEYBEE SANCTUARY 445 FLOYD HIGHWAY FLOYD, VA 24091			FOR THE BENEFIT OF ANIMALS	10,010
WILDLIFE BIRD FUND 656 COLUMBUS AVENUE NEW YORK, NY 10024			FOR THE BENEFIT OF ANIMALS	31,330
WOODSTOCK FARM SANCTUARY PO BOX 1329 WOODSTOCK, NY 12498			FOR THE BENEFIT OF ANIMALS	12,520
Total . . . . ▶ **3a**				1,484,910

TY 2018 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

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

TY 2018 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
GENERAL ELECTRIC CO		
WILLIAMS PARTNERS LP		
INTL LEASE FINANCE CORP		
CITIZENS FINANCIAL GROUP INC		
JEFFERIES GRP LLC		
AMAZON.COM INC		
ANHEUSER-BUSCH INBEV FIN		
CONSTELLATION BRANDS INC		
SEAGATE HDD CAYMAN SR NT		
HOME DEPOT INC		
CVS CAREMARK CORP		
JPMORGAN CHASE & CO		
WASTE MANAGEMENT INC		
GENERAL MOTORS FINANCIAL CO INC		
UNION PACIFIC CORP		
AMAZON.COM INC		
UNITEDHEALTH GROUP INC		
SUNTRUST BANK		
OWENS CORNING		
NORTHERN TRUST CORP		

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WILLIAMS COS INC	323,871	317,501
INTL LEASE FINANCE CORP	328,381	318,002
CITIZENS FINANCIAL GROUP INC	313,205	307,175
JEFFERIES GRP LLC	315,000	299,373
AMAZON.COM INC	317,255	308,089
ANHEUSER-BUSCH INBEV FIN	322,344	306,290
CONSTELLATION BRANDS INC	332,229	318,462
SEAGATE HDD CAYMAN SR NT	324,326	298,856
ENTERPRISE PRODUCTS OPERATING LLC	309,625	302,541
HOME DEPOT INC	333,155	322,084
CVS HEALTH CORP	321,574	305,493
JPMORGAN CHASE & CO	324,835	309,954
WASTE MANAGEMENT INC	318,359	305,916
GENERAL MOTORS FINANCIAL CO INC	322,398	298,500
UNION PACIFIC CORP	324,263	305,166
AMAZON.COM INC	355,661	346,024
UNITEDHEALTH GROUP INC	317,521	304,000
SUNTRUST BANK	311,447	298,488
OWENS CORNING	314,761	287,655
NORTHERN TRUST CORP	318,033	293,111

TY 2018 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHABET INC CL A	127,368	313,488
ALPHABET INC CL C	46,592	284,793
AMERICAN EXPRESS CO	126,051	261,177
AON PLC	147,621	236,210
APPLE INC	139,513	520,542
APPLIED MATERIALS INC	109,570	186,618
AT&T INC	75,787	85,620
BANK OF AMERICA CORP	191,780	332,270
CHARLES SCHWAB CORP	123,879	178,579
CISCO SYSTEMS INC	204,314	407,302
CITIGROUP INC	197,163	314,703
COCA COLA CO	191,526	217,810
COMCAST CORP SPECIAL CL A		
CVS HEALTH CORP	127,130	212,940
EBAY INC	177,548	178,244
FACEBOOK INC CL A		
FIDELITY NATL INFORMATION SE		
INTEL CORP	96,314	191,005
INTERCONTINENTAL EXCHANGE GROUP	170,246	376,650
INTERNATIONAL BUSINESS MACHINE CORP	87,217	100,029
KNIGHT-SWIFT TRANSN HLDGS CL A	198,540	150,420
JOHNSON CTLS INTL PLC		
KELLOGG CO		
MASTERCARD INC	47,751	528,220
MICROSOFT CORP	136,730	406,280
MOLSON COORS BREWING CO CL B		
ROSS STORES INC	66,665	274,560
TENCENT HLDGS LTD UNSPON ADR	201,346	198,929
UNION PACIFIC CORP	221,264	362,854
UNITED TECHNOLOGIES CORP	91,129	250,228

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QALT DISNEY CO HLDG CO	242,728	263,160
ISHARES CORE MSCI EAFE ETF	2,069,619	1,760,000

TY 2018 Investments Government Obligations Schedule

Name:	WINLEY FOUNDATION
EIN:	52-1230146
US Government Securities - End of Year Book Value:	746,665
US Government Securities - End of Year Fair Market Value:	747,540
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

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TY 2018 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 FEES	108,483	108,483		
INSURANCE	2,478			
FILING FEES	750			
OFFICE EXPENSE	551			
POSTAGE & DELIVERY	848			

TY 2018 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	1,780	1,780	

TY 2018 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	12,078			
FOREIGN TAXES WITHHELD ON DIVIDE	6,738	6,738		