

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.

2019**Open to Public
Inspection****For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019**

<p>Name of foundation JOSEPH & MAY WINSTON FOUNDATION</p> <p>Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 27036</p> <p>City or town, state or province, country, and ZIP or foreign postal code SCOTTSDALE, AZ 85255</p> <p>G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ►\$ 1,596,859</p>		<p>A Employer identification number 06-1148600</p> <p>B Telephone number (see instructions) (480) 585-9157</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here..... ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>							
		<p>J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (Part I, column (d) must be on cash basis.)</p>							
<p>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).)</p>		(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B								
	3 Interest on savings and temporary cash investments		3,060	3,060	3,060				
	4 Dividends and interest from securities		35,429	35,429	35,429				
	5a Gross rents		3,004	3,004	3,004				
	b Net rental income or (loss)	2,283							
	6a Net gain or (loss) from sale of assets not on line 10		23,592						
	b Gross sales price for all assets on line 6a	491,004							
	7 Capital gain net income (from Part IV, line 2)			3,301					
	8 Net short-term capital gain								
	9 Income modifications								
	10a Gross sales less returns and allowances								
b Less: Cost of goods sold									
c Gross profit or (loss) (attach schedule)									
11 Other income (attach schedule)									
12 Total. Add lines 1 through 11		65,085	44,794	41,493					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.								
	14 Other employee salaries and wages								
	15 Pension plans, employee benefits								
	16a Legal fees (attach schedule)								
	b Accounting fees (attach schedule)		2,500	1,400					1,100
	c Other professional fees (attach schedule)		31,810						
	17 Interest								
	18 Taxes (attach schedule) (see instructions)		553						
	19 Depreciation (attach schedule) and depletion		721	721	721				
	20 Occupancy								
	21 Travel, conferences, and meetings		5,138						
	22 Printing and publications								
	23 Other expenses (attach schedule)								
	24 Total operating and administrative expenses.		40,722	2,121	721				1,100
25 Contributions, gifts, grants paid		61,400						61,400	
26 Total expenses and disbursements. Add lines 24 and 25		102,122	2,121	721				62,500	
27 Subtract line 26 from line 12:									
a Excess of revenue over expenses and disbursements		-37,037							
b Net investment income (if negative, enter -0-)			42,673						
c Adjusted net income (if negative, enter -0-)				40,772					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		126,601	123,708	123,708
	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 ►		75,000		
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		677,974	858,188	858,188
	c Investments—corporate bonds (attach schedule)		500,676	546,480	546,480
	11 Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		93,717	68,483	68,483
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►		74,439		
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		1,548,407	1,596,859	1,596,859
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 FASB ASC 958, check here ► <input type="checkbox"/>				
	and complete lines 24, 25, 29 and 30.				
	24 Net assets without donor restrictions				
	25 Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/>				
	and complete lines 26 through 30.				
	26 Capital stock, trust principal, or current funds				
	27 Paid-in or capital surplus, or land, bldg., and equipment fund				
	28 Retained earnings, accumulated income, endowment, or other funds				
	29 Total net assets or fund balances (see instructions)		1,548,407	1,596,859	
	30 Total liabilities and net assets/fund balances (see instructions)		1,548,407	1,596,859	
	1,548,407	1,596,859			

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 29 (must agree with end-of-year figure reported on prior year's return)	1,548,407
2	Enter amount from Part I, line 27a	-37,037
3	Other increases not included in line 2 (itemize) ►	85,489
4	Add lines 1, 2, and 3	1,596,859
5	Decreases not included in line 2 (itemize) ►	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	1,596,859

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.	1	853
	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		
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	853
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	853
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	32
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	885
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax	11	Refunded

Part VII-A Statements Regarding Activities

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	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	Yes	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?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	Yes	
	• 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	► _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►WINSTONFOUNDATION.ORG	13	Yes
14	The books are in care of ►ALLAN WINSTON	Telephone no. ►(480) 585-9157	
Located at ►PO BOX 27036 PO BOX 27036 SCOTTSDALE AZ			ZIP+4 ►85255
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here.	► 15	<input type="checkbox"/>
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 type="checkbox"/> Yes	<input checked="" 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	<input type="checkbox"/>
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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/> 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 2019?	4b	<input type="checkbox"/> 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))?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
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. Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/>	<input type="checkbox"/> Yes
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes

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
ALLAN B WINSTON ESQ PO BOX 27036 SCOTTSDALE, AZ 85255	PRESIDENT 000.00	0	0	0
DIANA B WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	TREASURER 000.00	0	0	0
JULIA WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	DIRECTOR 000.00	0	0	0
JOSHUA WINSTON PO BOX 27036 SCOTTSDALE, AZ 85255	DIRECTOR 000.00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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.				

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		

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.

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	1,291,659
b	Average of monthly cash balances.	1b	125,155
c	Fair market value of all other assets (see instructions).	1c	81,100
d	Total (add lines 1a, b, and c).	1d	1,497,914
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,497,914
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,469
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,475,445
6	Minimum investment return. Enter 5% of line 5.	6	73,772

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	73,772
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	853
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	853
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	72,919
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	72,919
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	72,919

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	62,500
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	62,500
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	62,500
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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				72,919
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			59,498	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 62,500				
a Applied to 2018, but not more than line 2a			59,498	
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 2019 distributable amount.				3,002
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				69,917
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 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

	Tax year				Prior 3 years	
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) To be completed	
1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling.					►	
b Check box to indicate whether the organization is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.						
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:
ALLAN WINSTON
PO BOX 27036
SCOTTSDALE, AZ 85255
(480) 585-9157

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

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

Part XV Supplementary Information (continued)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					3,060
4 Dividends and interest from securities.					35,429
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.			1	2,283	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					23,592
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).				2,283	62,081
13 Total. Add line 12, columns (b), (d), and (e).					64,364
(See worksheet in line 13 instructions to verify calculations.)					

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

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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:

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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.

**Sign
Here**

2020-06-26

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

Paid Preparer Use Only	Print/Type preparer's name BRIAN K WALKER CPA	Preparer's Signature	Date 2020-07-06	Check if self-employed ► <input type="checkbox"/>	PTIN P00630361
	Firm's name ► PRICE KONG & CO CPA PA				Firm's EIN ► 86-0611246
	Firm's address ► 5300 N CENTRAL AVE 200 PHOENIX, AZ 850121410				Phone no. (602) 776-6300

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACLU FOUNDATION ACLU FOUNDATION PO BOX 17148 PO BOX 17148 PHOENIX, AZ 85011	NONE	PUBLIC	DEFENSE OF CIVIL LIBERTIES	4,500
ARIZONA JEWISH HISTORICAL SOCIETY ARIZONA JEWISH HISTORICAL SOCIETY 122 E CULVER ST 122 E CULVER ST PHOENIX, AZ 85004	NONE	PUBLIC	JEWISH HISTORY AZ	1,000
BETH ISRAEL FUND BETH ISRAEL FUND 10460 N 56TH ST 10460 N 56TH ST PARADISE VALLEY, AZ 85253	NONE	PUBLIC	JEWISH EDUCATION	2,500
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BLACK THEATRE TROUPE BLACK THEATRE TROUPE 1333 E WASHINGTON ST 1333 E WASHINGTON ST PHOENIX, AZ 85034	NONE	PUBLIC	NONPROFIT THEATER	1,000
CHESTERFIELD DAY SCHOOL ANN FUND CHESTERFIELD DAY SCHOOL ANN FUND 1100 WHITE RD 1100 WHITE RD CHESTERFIELD, MO 63017	NONE	PUBLIC	PRIMARY EDUCATION	1,000
CONGREGATION BETH ISRAEL CONGREGATION BETH ISRAEL 10460 N 56TH ST 10460 N 56TH ST PARADISE VALLEY, AZ 85253	NONE	PUBLIC	RELIGIOUS PROGRAMS	400
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CROHN'S & COLITIS FOUNDATION CROHN'S & COLITITIS FOUNDATION 4647 N 32ND ST 4647 N 32ND ST PHOENIX, AZ 85018	NONE	PUBLIC	HELP WITH DIGESTIVE DISORDERS	1,000
DESERT BOTANICAL GARDEN DESERT BOTANICAL GARDEN 1201 N GALVIN PKWY 1201 N GALVIN PKWY PHOENIX, AZ 85008	NONE	PUBLIC	PRESERVATION OF DESERT PLANT SPECIES	500
DIG DEEP DIG DEEP932 WILSON ST 932 WILSON ST LOS ANGELES, CA 90021	NONE	PUBLIC	PROTECTING NAVAJO WATER RIGHTS	1,000
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ECOVIVARIUM ECOVIVARIUM136 S JUNIPER ST 136 S JUNIFER ST ESCONDIDO, CA 92025	NONE	PUBLIC	RESCUE SHELTER FOR INJURED REPTILES	500
FAMILY PROMISE OF GREATER PHOENIX FAMILY PROMISE OF GREATER PHOENIX 7447 E EARLL DR 7447 E EARLL DR SCOTTSDALE, AZ 85251	NONE	PUBLIC	TEMPORARY HOUSING FOR HOMELESS	2,000
FRIENDSHIP CIRCLE FRIENDSHIP CIRCLE2110 E LINCOLN DR 2110 E LINCOLN DR PHOENIX, AZ 85016	NONE	PUBLIC	CHILDREN WITH SPECIAL NEEDS	1,000
Total	► 3a			61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GESCHER DISABILITY RESOURCES GESCHER DISABILITY RESOURCES 12701 N SCOTTSDALE RD 12701 N SCOTTSDALE RD SCOTTSDALE, AZ 85254	NONE	PUBLIC	FAMILIES WITH SPECIAL CHILDREN	5,000
HILLEL AT ASU HILLEL AT ASU1012 S MILL ST 1012 S MILL ST TEMPE, AZ 85281	NONE	PUBLIC	PROGRAM FOR JEWISH STUDENTS	1,000
JUST STRAYS JUST STRAYSPO BOX 334 PO BOX 334 YONKERS, NY 10701	NONE	PUBLIC	RESCUES & NEUTERS STRAY CATS	1,000
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OPEN ARMS FOR CHILD OPEN ARMS FOR CHILDPO BOX 2198 PO BOX 2198 LITCHFIELD PARK, AZ 85340	NONE	PUBLIC	HOME FOR AIDS ORPHANS IN RSA	5,000
PARTNERS FOR PETS PARTNERS FOR PETS 9136 LOWER MARINE ROAD ST 9136 LOWER MARINE ROAD ST JACOB, IL 62281	NONE	PUBLIC	PROVIDE SANCTUARY FOR ANIMALS	3,000
PLANNED PARENTHOOD PLANNED PARENTHOOD4741 N 15TH ST 4741 N 15TH ST PHOENIX, AZ 85014	NONE	PUBLIC	SUPPORT WOMEN'S HEALTH SERVICES	3,000
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PRESCOTT AREA SHELTER SERVICES PRESCOTT AREA SHELTER SERVICES 336 N RUSH ST 336 N RUSH ST PRESCOTT, AZ 86301	NONE	PUBLIC	WOMEN'S SHELTER	5,000
SIERRA CLUB SIERRA CLUB 2101 WEBSTER ST 2101 WEBSTER ST OAKLAND, CA 94612	NONE	PUBLIC	ENVIRONMENTAL AND CLIMATE CHANGE	1,000
SMILE ON SENIORS SMILE ON SENIORS 2110 E LINCOLN DR 2110 E LINCOLN DR PHOENIX, AZ 85016	NONE	PUBLIC	VOLUNTEER PROGRAM ENRICHING SENIORS	1,000
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TREEHOUSE WILDLIFE CENTER TREEHOUSE WILDLIFE CENTER 23956 GREEN ACRES RD 23956 GREEN ACRES RD DOW, IL 62022	NONE	PUBLIC	WILDLIFE RESCUE	750
UNION FOR REFORM JUDAISM UNION FOR REFORM JUDAISM 633 3RD AVE 633 3RD AVE NEW YORK, NY 10017	NONE	PUBLIC	SUPPORTS REFORM JUDAISM	1,000
VALLEY BEIT MIDRASH VALLEY BEIT MIDRASH 4645 E MARILYN RD 4645 E MARILYN RD PHOENIX, AZ 85032	NONE	PUBLIC	CHALLENGE GRANT FOR JEWISH CHARITIES	10,000
Total			► 3a	61,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YATOM YATOM4645 N MARILYN RD 4645 N MARILYN RD PHOENIX, AZ 85032	NONE	PUBLIC	JEWISH FOSTER & ADOPTION NETWORK	5,000
SW WILDLIFE SW WILDLIFE27026 N 156TH ST 27026 N 156TH ST SCOTTSDALE, AZ 85262			RESCUES NATIVE WILD ANIMALS	750
PHOENIX CHAMBER MUSIC PHOENIX CHAMBER MUSIC 5517 N 3RD ST 5517 N 3RD ST PHOENIX, AZ 85012			CHAMBER MUSIC PROGRAMMING & MUSIC ED	2,500
Total			► 3a	61,400

TY 2019 Accounting Fees Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

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

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

TY 2019 Depreciation Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FACILITY	2018-09-30	75,000	561	S/L	39.0000	721	721	721	

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

TY 2019 Gain/Loss from Sale of Other Assets Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FACILITY	2018-09	PURCHASE	2019-05		75,000	75,000			1,282	1,282
AMERIPRISE 0513 SHT TERM SALES		PURCHASE			94,345	96,903			-2,558	
AMERIPRISE 0513 LONG TERM SALES		PURCHASE			120,934	109,918			11,016	
AMERIPRISE 9679 ST TERM SALES		PURCHASE			34,905	35,611		49	-755	
AMERIPRISE 9679 LONG TERM SALES		PURCHASE			162,519	150,848		365	11,306	

TY 2019 Investments Corporate Bonds Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE - FIXED INCOME	546,480	546,480

TY 2019 Investments Corporate Stock Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE	858,188	858,188

TY 2019 Investments - Other Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION
EIN: 06-1148600

Investments Other Schedule 2

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANNUITIES/INSURANCE	FMV	66,238	66,238
OTHER ASSETS	FMV	2,245	2,245

**TY 2019 Land, Etc.
Schedule****Name:** JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GLENDALE RENTAL				

TY 2019 Other Increases Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Description	Amount
INCREASE IN VALUE	85,489

TY 2019 Other Notes/Loans Receivable Short Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

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

TY 2019 Other Professional Fees Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION

EIN: 06-1148600

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	12,237			
INVESTMENT ADVISORY FEES	19,573			

TY 2019 Taxes Schedule

Name: JOSEPH & MAY WINSTON FOUNDATION**EIN:** 06-1148600

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID - AMERIPRISE 9	481			
FOREIGN TAX PAID- AMERIPRISE 05	38			
FOREIGN TAX PAID- AMERIPRISE 03	34			