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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**

Name of foundation
THE WINDHAM FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. BOX 70

City or town, state or province, country, and ZIP or foreign postal code
GRAFTON, VT 05146

A Employer identification number
13-6142024

B Telephone number
802-843-2211

C If exemption application is pending, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 41,921,496. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	21,200.			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	637,439.	637,439.	637,439.	STATEMENT 1
	4 Dividends and interest from securities	350,553.	350,553.	350,553.	STATEMENT 2
	5a Gross rents	441,951.	441,951.	441,951.	STATEMENT 3
	b Net rental income or (loss)	441,951.			
	6a Net gain or (loss) from sale of assets not on line 10	-134,561.			
	b Gross sales price for all assets on line 6a	1,700,000.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	771,702.	0.	771,702.	STATEMENT 4	
12 Total. Add lines 1 through 11	2,088,284.	1,429,943.	2,201,645.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	589,734.	0.	589,734.	231,504.
	14 Other employee salaries and wages	566,275.	0.	566,275.	222,295.
	15 Pension plans, employee benefits	440,672.	0.	440,672.	172,989.
	16a Legal fees	3,196.	0.	3,196.	0.
	b Accounting fees	37,014.	0.	37,014.	0.
	c Other professional fees	187,300.	106,518.	187,300.	0.
	17 Interest	112,712.	0.	112,712.	0.
	18 Taxes	353,643.	0.	353,643.	109,065.
	19 Depreciation and depletion	404,602.	0.	404,602.	
	20 Occupancy	398,969.	0.	398,969.	156,618.
	21 Travel, conferences, and meetings	25,169.	0.	25,169.	25,169.
	22 Printing and publications				
	23 Other expenses	101,319.	0.	101,319.	101,319.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,220,605.	106,518.	3,220,605.	1,018,959.
	25 Contributions, gifts, grants paid	107,196.			107,196.
26 Total expenses and disbursements. Add lines 24 and 25	3,327,801.	106,518.	3,220,605.	1,126,155.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,239,517.				
b Net investment income (if negative, enter -0-)		1,323,425.			
c Adjusted net income (if negative, enter -0-)			0.		

SCANNED DEC 30 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash- non-interest-bearing	259,750.	187,312.	187,312.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 2,741.			
		Less: allowance for doubtful accounts ▶	1,119.	2,741.	2,741.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use	3,415.	7,462.	7,462.
	9	Prepaid expenses and deferred charges	163,114.	172,245.	172,245.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 11	26,840,895.	25,824,501.	25,824,501.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 12	8,682,816.	8,138,074.	8,138,074.	
14	Land, buildings, and equipment basis ▶ 17,610,767.				
	Less accumulated depreciation ▶ 10,021,606.	7,904,688.	7,589,161.	7,589,161.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	43,855,797.	41,921,496.	41,921,496.	
Liabilities	17	Accounts payable and accrued expenses	15,950.	34,137.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable STMT 13	10,374,508.	10,354,180.	STATEMENT--14
	22	Other liabilities (describe ▶ STATEMENT 15)	1,454,920.	1,075,559.	
23	Total liabilities (add lines 17 through 22)	11,845,378.	11,463,876.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	31,985,328.	30,425,146.	
	25	Temporarily restricted	25,091.	32,474.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
30	Total net assets or fund balances	32,010,419.	30,457,620.		
31	Total liabilities and net assets/fund balances	43,855,797.	41,921,496.		

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	32,010,419.
2	Enter amount from Part I, line 27a	2	-1,239,517.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,779,255.
4	Add lines 1, 2, and 3	4	32,550,157.
5	Decreases not included in line 2 (itemize) ▶ EQUITY IN EARNINGS/LOSS SUBS	5	2,092,537.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,457,620.

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	GMO SALES	P	VARIOUS	03/31/14
b	GMO SALES	P	VARIOUS	03/31/14
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	1,642,200.		1,772,163.	-129,963.
b	57,800.		62,398.	-4,598.
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			-129,963.
b			-4,598.
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	-134,561.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	-4,598.

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.)

N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

2	Total of line 1, column (d)	2
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4
5	Multiply line 4 by line 3	5
6	Enter 1% of net investment income (1% of Part I, line 27b)	6
7	Add lines 5 and 6	7
8	Enter qualifying distributions from Part XII, line 4	8

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 <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: <u>08/18/86</u> (attach copy of letter if necessary-see instructions)		1	N/A
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	
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	0.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		0.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)	STATEMENT 16	STMT 17	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WINDHAM-FOUNDATION.ORG			13	X	
14	The books are in care of ► ROBERT DONALD Telephone no. ► 802-843-2211 Located at ► P.O. BOX 70, GRAFTON, VT ZIP+4 ► 05146					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			15	N/A	
16	At any time during calendar year 2013, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			16	Yes	No X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes 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? **N/A**

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		568,000.	3,218.	18,516.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGELA HARTFORD	COMM. DIR			
P.O. BOX 70, GRAFTON, VT 05146	40.00	80,500.	0.	7,700.
PAULA JOHNSON	PAYROLL MGR			
P.O. BOX 70, GRAFTON, VT 05146	40.00	57,500.	1,114.	17,927.
KARL LAUREN	HEAD OF MAINTENANCE			
P.O. BOX 70, GRAFTON, VT 05146	40.00	60,000.	1,114.	7,967.

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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	
SEE STATEMENT 19	1,126,155.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3	
All other program-related investments. See instructions.	
4	
Total. Add lines 1 through 3 ▶	0.

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	26,332,698.
b	Average of monthly cash balances	1b	223,531.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	26,556,229.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,556,229.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	398,343.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,157,886.
6	Minimum investment return. Enter 5% of line 5	6	1,307,894.

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	1,126,155.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	100,347.
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	1,226,502.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,226,502.

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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

01/24/72

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

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	1,226,502.	1,099,475.	169,966.	1,783,455.	4,279,398.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,226,502.	1,099,475.	169,966.	1,783,455.	4,279,398.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	871,929.	924,313.	400,349.	989,054.	3,185,645.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

SEE STATEMENT 20

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

THE WINDHAM FOUNDATION, INC. - ATTN: MR. ROBERT ALLEN, 802-843-2211
P.O. BOX 70, GRAFTON, VT 05146

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

SEE ATTACHED INSTRUCTIONS

c Any submission deadlines:

SEE ATTACHED INSTRUCTIONS

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

SCHOLARSHIPS ARE LIMITED TO WINDHAM COUNTY, VERMONT RESIDENTS.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONTRIBUTIONS - SEE ATTACHED STATEMENT	NONE	PUBLIC	CHARITABLE/EDUCATIONAL	82,946.
SCHOLARSHIPS	NONE	INDIVIDUALS	SCHOLARSHIPS PROVIDED TO WINDHAM COUNTY HIGH SCHOOL AND COLLEGE STUDENTS	24,250.
Total			▶ 3a	107,196.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue: a FUEL SALES (3,497), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 637,439), 4 Dividends and interest from securities (14, 350,553), 5 Net rental income or (loss) from real estate: a Debt-financed property, b Not debt-financed property (441,951), 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, -134,561), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue: a MISCELLANEOUS INCOME (100,562), b SUBSIDIARY, c REIMBURSEMENTS/MANAGEMENT, d T FEES (667,643), 12 Subtotal (0, 853,431), 13 Total (13, 2,067,084).

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

Table with 2 columns: 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). Row 1A: SALES, AT OR BELOW FAIR MARKET VALUE AND THE COST OF PROVIDING THE SERVICES.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		X

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Robert S Howell 12/16/14 **CHIEF FINANCIAL OFFICER**

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 <input type="checkbox"/> if self-employed	PTIN
	INGRID PELS	<i>Ingrid Pels</i>	12/9/14		P01271982
	Firm's name	Firm's address		Firm's EIN	
	GALLAGHER, FLYNN & COMPANY, LLP	55 COMMUNITY DRIVE, SUITE 401 SOUTH BURLINGTON, VT 05403		03-0225774	
				Phone no. 802-863-1331	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	637,439.	637,439.	637,439.
TOTAL TO PART I, LINE 3	637,439.	637,439.	637,439.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	350,553.	0.	350,553.	350,553.	350,553.
TO PART I, LINE 4	350,553.	0.	350,553.	350,553.	350,553.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM SUBSIDIARIES	1	441,951.
TOTAL TO FORM 990-PF, PART I, LINE 5A		441,951.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FUEL SALES	3,497.	0.	3,497.
MISCELLANEOUS INCOME	100,562.	0.	100,562.
SUBSIDIARY REIMBURSEMENTS/MANAGEMENT FEES	667,643.	0.	667,643.
TOTAL TO FORM 990-PF, PART I, LINE 11	771,702.	0.	771,702.

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,196.	0.	3,196.	0.
TO FM 990-PF, PG 1, LN 16A	3,196.	0.	3,196.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,014.	0.	37,014.	0.
TO FORM 990-PF, PG 1, LN 16B	37,014.	0.	37,014.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING & INVESTMENT MANAGEMENT FEES	187,300.	106,518.	187,300.	0.
TO FORM 990-PF, PG 1, LN 16C	187,300.	106,518.	187,300.	0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	75,810.	0.	75,810.	0.
REAL ESTATE TAXES	277,833.	0.	277,833.	109,065.
TO FORM 990-PF, PG 1, LN 18	353,643.	0.	353,643.	109,065.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHEEP PROGRAM EXPENSE	3,351.	0.	3,351.	3,351.
BLACKSMITH PROJECT	6,044.	0.	6,044.	6,044.
NURSERY EXPENSES	16,591.	0.	16,591.	16,591.
RETREAT TRAILS	1,305.	0.	1,305.	1,305.
SPECIAL EVENTS & MISC EXPENSES	5,454.	0.	5,454.	5,454.
MARKETING EXPENSE	19,308.	0.	19,308.	19,308.
OFFICE EXPENSES	49,042.	0.	49,042.	49,042.
TRAINING	224.	0.	224.	224.
TOTAL TO FORM 990-PF, PG 1, LN 23	101,319.	0.	101,319.	101,319.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	483,803.
CURRENT YEAR CHANGE IN PENSION OBLIGATION	324,514.
UNREIMBURSED RENT/MANAGEMENT FEES	970,938.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,779,255.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	25,824,501.	25,824,501.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,824,501.	25,824,501.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN AND ADVANCES TO SUBSIDIARY	COST	8,138,074.	8,138,074.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,138,074.	8,138,074.

FORM 990-PF MORTGAGES PAYABLE STATEMENT 13

DESCRIPTION	BALANCE DUE
PEOPLE'S UNITED BANK	329,759.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	329,759.

FORM 990-PF

OTHER NOTES AND LOANS PAYABLE

STATEMENT 14

<u>LENDER'S NAME</u>	<u>TERMS OF REPAYMENT</u>	<u>SECURITY PROVIDED BY BORROWER</u>
MERRILL LYNCH	DUE ON DEMAND	FIXED INCOME PORTFOLIO

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>	<u>PURPOSE OF LOAN</u>
07/15/09		0.	.00%	PROVIDE WORKING CAPITAL TO SUBSIDIARY

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	9,931,787.

<u>LENDER'S NAME</u>	<u>TERMS OF REPAYMENT</u>	<u>SECURITY PROVIDED BY BORROWER</u>
VARIOUS INSTALLMENT NOTES	36 TO 48 MONTHS	VEHICLES

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>	<u>PURPOSE OF LOAN</u>
		190,333.	.00%	PURCHASE VEHICLES

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	92,634.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	<u>10,024,421.</u>
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FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OTHER ACCRUED EXPENSES	1,454,920.	1,075,559.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,454,920.	1,075,559.	

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 16

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

TOWNSEND VERMONT HOLDINGS, INC.

27-0034707

ADDRESS

P.O. BOX 70
GRAFTON, VT 05146

DESCRIPTION OF TRANSFER

RENT PAID TO THE WINDHAM FOUNDATION

AMOUNT
OF TRANSFER

249,996.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

TOWNSEND VERMONT HOLDINGS, INC.

27-0034707

ADDRESS

P.O. BOX 70
GRAFTON, VT 05146

DESCRIPTION OF TRANSFER

MGMT, MAINT & DIRECT EXP. REIMBURSEMENT PAID TO THE WINDHAM FOUNDATION

AMOUNT
OF TRANSFER

667,643.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

917,639.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

TOWNSEND VERMONT HOLDINGS, INC.

27-0034707

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

P.O. BOX 70
GRAFTON, VT 05146

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

TOWNSEND VERMONT HOLDINGS, INC.

27-0034707

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

P.O. BOX 70
GRAFTON, VT 05146

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH BANKOWSKI P.O. BOX 70 GRAFTON, VT 05146	CHAIRMAN OF THE BOARD 8.00	16,000.	0.	0.
ROBERT ALLEN P.O. BOX 70 GRAFTON, VT 05146	PRESIDENT & CEO 40.00	300,000.	0.	0.
EDWARD ZUCCARO P.O. BOX 70 GRAFTON, VT 05146	VICE PRESIDENT 10.00	12,000.	0.	0.
WILLIAM H. BRUETT P.O. BOX 70 GRAFTON, VT 05146	VICE PRESIDENT 8.00	12,000.	0.	0.
WILLIAM A. GILBERT P.O. BOX 70 GRAFTON, VT 05146	SECRETARY 8.00	12,000.	0.	0.
ROBERT M. OLMSTED P.O. BOX 70 GRAFTON, VT 05146	TREASURER 8.00	12,000.	0.	0.
ROBERT DONALD P.O. BOX 70 GRAFTON, VT 05146	ASST. SEC/TREAS. 40.00	165,000.	3,218.	18,516.
FREDRIC BOSWELL P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 2.00	12,000.	0.	0.
DINNI JAIN P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 2.00	0.	0.	0.
SAMUEL LAMBERT P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 8.00	3,000.	0.	0.
JAMIE SAPOCH P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 8.00	12,000.	0.	0.

JEFFREY SMITH	TRUSTEE			
P.O. BOX 70	2.00	12,000.	0.	0.
GRAFTON, VT 05146				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		568,000.	3,218.	18,516.
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FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY ONE

PRESERVATION, RESTORATION AND MANAGEMENT OF HISTORICALLY AND CULTURALLY SIGNIFICANT PROPERTY IN GRAFTON AND OTHER VERMONT LOCATIONS, INCLUDING THE GRAFTON VILLAGE CHEESE COMPANY, THE GRAFTON INN AND THE RETREAT FARM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1	1,126,155.
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FORM 990-PF PART XV - LINE 1A STATEMENT 20

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROBERT M. OLMSTED
WILLIAM A. GILBERT

EIN: 13-6142024

THE WINDHAM FOUNDATION, INC.

FORM 990-PF

Part XV – Supplementary Information

Item 2:

The Windham Foundation limits its grants to assist Vermont elementary and secondary education although other non-profit agencies are considered from time to time. The Foundation has a particular interest in innovative programs and furthering proven academic programs that could be replicated in other Vermont locations. Grants are further limited by the Internal Revenue Service to tax-exempt organizations. The Foundation has an application form and guidelines available upon request. A grant request is best initiated through a letter describing the proposed project, including an approximate budget, a reference to other funding sources, enclosure of the latest available balance sheet and income statement, and a copy of the Internal Revenue Service determination letter as to the tax-exempt status of the applicant. Scholarship grants are limited to Windham County residents and are sent directly to the institution the student is attending.

The Windham Foundation, Inc.

Grants and Contributions Paid 4/1/2013 – 3/31/2014

<u>Recipient</u>	<u>Address</u>	<u>Amount</u>
Apple Blossom Cotillion	Springfield, VT	\$100
Brattleboro CC Women's Golf Invitational	Brattleboro, VT	\$50
Brattleboro Memorial Hospital	Brattleboro, VT	\$100
Brattleboro Swim Team	Brattleboro, VT	\$60
Central Elementary School	Bellows, Falls, VT	\$100
Girls on the Run of Vermont	Vernon, VT	\$1,000
Grace Cottage Hospital	Townshend, VT	\$1,000
Grafton Cares	Grafton, VT	\$2,651.42
Grafton Elementary School	Grafton, VT	\$400
Grafton Firemen's Assn	Grafton, VT	\$500
Grafton Music Festival	Grafton, VT	\$5,375
Grafton Public Library	Grafton, VT	\$4,000
Leland & Gray HS Education Fund	Townshend, VT	\$100
Living Memorial Park Snow Sports	Brattleboro, VT	\$500
Main Street Arts	Saxtons River, VT	\$250
Nature Museum	Grafton, VT	\$500
Pack 258	Springfield, VT	\$50
Park Place Community Center	Bellows Falls, VT	\$300
Project Feed the Thousands	Brattleboro, VT	\$1,000
Project Linus	Townshend, VT	\$200
Rockingham Arts and Music Project	Rockingham, VT	\$1,000
Shrine Maple Sugar Bowl, Inc.	Lebanon, NH	\$500
Sustainable Valley Group, Inc.	Bellows Falls, VT	\$5,000
Tanya Noyes – Grafton 4H	Grafton, VT	\$100
The Grafton Church-piano renovation and lecture	Grafton, VT	\$2,100
Town of Grafton – 50 th Anniversary Gift	Grafton, VT	\$50,000*
Townshend Business Association	Townshend, VT	\$10
Vermont Partnership for Fairness and Diversity	Brattleboro, VT	\$5,000
Vermont Symphony Orchestra	Burlington, VT	\$1,000

TOTAL \$82,946.42

All recipients of grants and contributions are public charities

*Pledge – funds have not as yet been expended

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE WINDHAM FOUNDATION, INC.	Employer identification number (EIN) or 13-6142024
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 70	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GRAFTON, VT 05146	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT DONALD

• The books are in the care of **P.O. BOX 70 - GRAFTON, VT 05146**
Telephone No. **802-843-2211** Fax No. **802-843-2205**

• If the organization does not have an office or place of business in the United States, check this box **X**
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **FEBRUARY 15, 2015.**

5 For calendar year _____, or other tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **_____** Title **CHIEF FINANCIAL OFFICER** Date **_____**