

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2017

Open to Public Inspection

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

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

Name of foundation WINONA FOUNDATION THE		A Employer identification number 91-1184043	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 801 SECOND AVENUE SUITE 1600		B Telephone number (see instructions) (206) 464-5234	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104		C If exemption application is pending, check here <input type="checkbox"/>	
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,550,349		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	74,431			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,683	36,683		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6,519			
	b Gross sales price for all assets on line 6a 348,122				
	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) (attach schedule)					
11 Other income (attach schedule)	350				
12 Total. Add lines 1 through 11	104,945	36,683			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	900	900	0	0
	c Other professional fees (attach schedule)	13,295	13,295		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	732	732		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	3,410			3,410
	24 Total operating and administrative expenses. Add lines 13 through 23	18,337	14,927	0	3,410
	25 Contributions, gifts, grants paid	53,204			53,204
26 Total expenses and disbursements. Add lines 24 and 25	71,541	14,927	0	56,614	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	33,404				
b Net investment income (if negative, enter -0-)		21,756			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	30	298	298
	2 Savings and temporary cash investments	71,288	135,199	135,199
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	1,116,578	1,086,167	1,414,852
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			0
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,187,896	1,221,664	1,550,349	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,187,896	1,221,664	
	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 (see instructions)	1,187,896	1,221,664		
31 Total liabilities and net assets/fund balances (see instructions) .	1,187,896	1,221,664		

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	1,187,896
2 Enter amount from Part I, line 27a	2	33,404
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,800
4 Add lines 1, 2, and 3	4	1,223,100
5 Decreases not included in line 2 (itemize) ▶ _____	5	1,436
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,221,664

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-6,519
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	52,125	1,247,112	0 041797
2015	58,035	1,247,788	0 04651
2014	56,592	1,244,031	0 045491
2013	62,674	1,170,086	0 053564
2012	60,134	1,085,460	0 0554
2 Total of line 1, column (d)			2 0 242762
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 048552
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,405,392
5 Multiply line 4 by line 3			5 68,235
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 218
7 Add lines 5 and 6			7 68,453
8 Enter qualifying distributions from Part XII, line 4			8 56,614

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 type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	435
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	435
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	435
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	220
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	220
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	215
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 2018 estimated tax ▶ 0 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		No
b		No
c		No
d		
e		
2		No
3		No
4a		No
b		
5		No
6	Yes	
7	Yes	
8a		
b	Yes	
9		No
10	Yes	

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(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"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(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"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
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"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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>			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,376,871
b	Average of monthly cash balances.	1b	49,923
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,426,794
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	1,426,794
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,402
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,405,392
6	Minimum investment return. Enter 5% of line 5.	6	70,270

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	70,270
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	435
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	435
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	69,835
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	69,835
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	69,835

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	56,614
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	56,614
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	56,614

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				69,835
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				0
b From 2013.				1,648
c From 2014.				0
d From 2015.				0
e From 2016.				0
f Total of lines 3a through e.	1,648			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>56,614</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				56,614
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	1,648			1,648
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				11,573
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				0
b Excess from 2014.				0
c Excess from 2015.				0
d Excess from 2016.				0
e Excess from 2017.				0

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

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
SCOTT HAGG
106 SOUTH FRANCE AVE
GOLDEN VALLEY, MN 554163422
(206) 464-5234

b The form in which applications should be submitted and information and materials they should include
WRITTEN APPLICATION ONLY NO SPECIFIC FORM

c Any submission deadlines
FEBRUARY 22

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
CONTRIBUTE TO CULTURAL, HISTORIC, & EDUCATION HERITAGE OF WINONA, MN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				53,204
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
2694 199 AQR STYLE PREMIA ALT-R6		2016-05-04	2017-04-24
611 181 CBRE CLARION LONG/SHORT-INS		2016-01-26	2017-05-16
260 314 JOHCM INTERNATIONAL SEL-I		2015-03-02	2017-04-24
3781 598 BLACKROCK STRATEGIC INCOME OPP-INS		2015-03-02	2017-04-24
324 338 DRIEHAUS INTER SMALL CAP GTH		2016-11-18	2017-02-01
869 616 DRIEHAUS INTER SMALL CAP GTH		2015-03-02	2017-02-01
1366 337 DRIEHAUS ACTIVE INCOME FUND		2012-11-30	2017-04-24
3979 979 DRIEHAUS ACTIVE INCOME FUND		2015-12-22	2017-09-05
322 266 JOHN HANCOCK II GL ABS RE-I		2016-05-27	2017-02-01
5636 876 JOHN HANCOCK II GL ABS RE-I		2014-01-28	2017-02-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,400		27,238	162
5,831		6,038	-207
5,300		5,303	-3
37,400		38,039	-639
3,175		3,100	75
8,514		6,039	2,475
13,800		14,456	-656
39,044		41,748	-2,704
3,258		3,300	-42
56,989		62,513	-5,524

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			162
			-207
			-3
			-639
			75
			2,475
			-656
			-2,704
			-42
			-5,524

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
569 801 METROPOLITAN WEST T/R BOND-I		2014-10-15	2017-02-01
3104 421 METROPOLITAN WEST T/R BOND-I		2014-10-15	2017-04-24
106 794 ABBEY CAP FUTURES STRAT-I		2014-09-11	2017-04-24
167 785 ABBEY CAP FUTURES STRAT-I		2016-05-02	2017-04-24
278 81 TWEEDY BROWNE GLOBAL VALUE FUND		2017-02-01	2017-04-24
928 64 VANGUARD WELLESLEY INCOME ADM		2016-10-18	2017-02-01
1258 47 WILLIAM BLAIR BOND FUND-I		2010-06-22	2017-04-24
28 WISDOMTREE INTL S/C DVD FUND		2010-07-21	2017-01-03
1200 84 REMS REAL ESTATE VALUE OPP INSTL		2016-01-26	2017-09-28
376 971 REMS REAL ESTATE VALUE OPP INSTL		2017-05-16	2017-09-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,000		6,245	-245
33,000		34,024	-1,024
1,206		1,129	77
1,894		2,000	-106
7,500		7,073	427
57,297		58,300	-1,003
13,000		13,289	-289
1,688		1,192	496
17,700		18,115	-415
5,557		5,500	57

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-245
			-1,024
			77
			-106
			427
			-1,003
			-289
			496
			-415
			57

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

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			2,569

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

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
POLLY FISHER-MICKLE 1215 PRIMROSE ROAD VENICE, FL 34293	DIRECTOR 1	0		
MYRIAH JANSEZIAN 130 N ENCENITAS AVENUE MONROVIA, CA 91016	DIRECTOR 1	0		
LISSA EDWARDS PO BOX 6392 SNOWMASS VILLAGE, CO 816156392	DIRECTOR 1	0		
MICHAEL ROTH 14 RAMONA DRIVE ORINDA, CA 945634319	TREASURER 1	0		
SCOTT HAGG 106 FRANCE AVE S GOLDEN VALLEY, MN 554163422	PRESIDENT 1	0		
ROBERT MICKLE 1215 PRIMROSE ROAD VENICE, FL 342932940	SECRETARY 1	0		
MARY REED 2156 WESTLAND AVENUE SAN DIEGO, CA 92104	DIRECTOR 1	0		
JENNY PRENDERGAST 4300 SW DOSCH ROAD PORTLAND, OR 97239	DIRECTOR 1	0		
SEBASTIAN MICKLE 1913 25TH AVE WEST BRADENTON, FL 34205	DIRECTOR 1	0		
TOR UELAND 4491 CORONADO AVENUE SAN DIEGO, CA 92107	ASSOCIATE DIRECTOR 1	0		
ANDREW PARKS 27 CLAIRMONT AVENUE MAPLEWOOD, NJ 07040	ASSOCIATE DIRECTOR 1	0		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WINONA COUNTY HISTORICAL SOCIETY 160 JOHNSON STREET WINONA, MN 55987	NONE	PC	OPERATING FUNDS	9,000
THEATRE DU MISSISSIPPI 1400 HOMER ROAD WINONA, MN 55987	NONE	PC	OPERATING EXPENSES	5,000
PICKWICK MILL INC 26421 COUNTY ROAD 7 WINONA, MN 55987	NONE	PC	OPERATING FUNDS	4,000
WINONA ARTS CENTER 228 E 5TH WINONA, MN 55987	NONE	PC	OPERATING FUNDS	5,315
WINONA DAKOTA UNITY ALLIANCE 1103 GILMORE AVENUE WINONA, MN 55987	NONE	PC	OPERATING FUNDS	5,000
Total ▶ 3a				53,204

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA CITY HISTORICAL ASSOC P O BOX 41 MINNESOTA CITY, MN 55959	NONE	501(C)(3) ORGANIZATI	OPERATING FUNDS	1,000
MINNESOTA STREETCAR MUSEUM PO BOX 14467UNIVERSITY STATION MINNEAPOLIS, MN 554140467	NONE	PC	OPERATING FUNDS	2,000
POLISH CULTURAL INSTITUTE 102 LIBERTY STREET WINONA, MN 55987	NONE	PC	OPERATING EXPENSES	5,619
MINNESOTA MARINE ART MUSEUM 800 RIVERVIEW DR WINONA, MN 55987	NONE	PC	OPERATING FUNDS	8,770
ENGAGE WINONA619 HUFF STREET WINONA, MN 559873886	NONE	PC	GENERAL SUPPORT	7,500
Total ▶ 3a				53,204

TY 2017 Accounting Fees Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	900	900		

TY 2017 Investments Corporate Stock Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBEEY CAP FUTURES STRAT-I	18,741	20,585
BLACKROCK STRAT INC OPP-INS	103,993	106,163
METROPOLITAN WEST T/R BOND-I	102,696	100,363
WILLIAM BLAIR BOND FUND-I	33,823	33,242
AQR MANAGED FUTURES STR-R6	20,768	20,502
AQR STYLE PREMIA ALT-R6	106,909	110,082
CBRE CLARION LONG/SHORT-INS		
JOHN HANCOCK II GL ABS RE-I		
LONGLEAF PARTNERS SM CAP FD	17,942	18,111
PIMCO COMMODITY RR STRAT-INS	12,200	11,884
REMS REAL ESTATE VALUE OPP INS		
T ROWE PRICE QM S/C GROWTH-I	17,200	21,393
UNDISC MGRS BEHAV VAL-INST	15,900	19,500
VANGUARD LARGE CAP IDX-ADM	203,266	440,640
VANGUARD WELLESLEY INCOME ADM		
WISDOMTREE INTL S/C DVD FUND		
ABERDEEN EMER MKTS-INST	51,551	68,464
DRIEHAUS ACTIVE INCOME FUND		
DRIEHAUS INTER SMALL CAP GTH		
JOHCM INTERNATIONAL SEL-I	119,774	140,565
TWEEDY BROWNE GLOBAL VALUE FUN	113,627	134,719
VIRTUS EMERGING MKTS OPPOR-I	52,677	69,703
PIMCO FLOATING INCOME FUND-IN		
RIDGEWORTH SEIX FLOATING		
HARBOR S/C GROW OPPORT-INST		
TORTOISE MLP & PIPELINE-INS		
WILLIAM BL DIR MULTIALT-INST14		
WILMINGTON MULT MANAG ALT-I		
EATON VANCE PARA TX MGD EMG MK		
HARBOR INTERNATIONAL FUND #11		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN GLOBAL RE INDEX FD		
TORTOISE SELECT OPPORT-INST		
WILLIAM BLAIR EMG MKTS GR-I		
AMERICAN BEACON IONIC ST-Y	26,700	24,774
FIDELITY NEW MARKETS INCOME	25,400	24,879
INVESTMENT MANAGERS SER TR SEG	43,000	49,283

TY 2017 Other Decreases Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043

Description	Amount
INCOME POSTED IN 2018, TAXABLE 2017	861
COST BASIS ADJS FOR RETURN OF CAPITAL	575

TY 2017 Other Expenses Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	3,410	0		3,410

TY 2017 Other Increases Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043

Description	Amount
INCOME POSTED IN 2017, TAXABLE 2016	729
SALES SETTLED IN 2017, TAXABLE IN 2016	1,071
ROUNDING	0

TY 2017 Other Professional Fees Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN & MANAGEMENT FEES (A	600	600		
INVESTMENT MGMT FEES-SUBJECT T	12,695	12,695		

TY 2017 Taxes Schedule**Name:** WINONA FOUNDATION THE**EIN:** 91-1184043

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	680	680		0
FOREIGN TAXES ON NONQUALIFIED	52	52		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2017

Name of the organization
WINONA FOUNDATION THE

Employer identification number
91-1184043

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization WINONA FOUNDATION THE	Employer identification number 91-1184043
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAIRD NORTON COMPANY 801 2ND AVE SUITE 1300 SEATTLE, WA98104	\$ 73,931	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
2	TAMSIN TAYLOR 0836 SW CURRY ST 1702 PORTLAND, OR97239	\$ 500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization WINONA FOUNDATION THE	Employer identification number 91-1184043
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Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization WINONA FOUNDATION THE	Employer identification number 91-1184043
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>