Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning OCT 1, 2008 , and ending SEP 30, 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: THE RME FOUNDATION, INC.

A Employer identification number: 22-2989388

Number and street (or P O box number if mail is not delivered to street address) Room/suite: 49 CLEVELAND AVENUE

B Telephone number: (716)881-5074

City or town, state, and ZIP code: BUFFALO, NY 14222

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 ▶[ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 575,049.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______ *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,442.	19,442.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<93,126.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 271,921.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	<73,684.>	19,442.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,740.	1,370.		0.
	c Other professional fees STMT 4	5,381.	5,381.		0.
	17 Interest				
	18 Taxes STMT 5	8.	8.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	8,129.	6,759.		0.
	25 Contributions, gifts, grants paid	38,300.			38,300.
	26 Total expenses and disbursements. Add lines 24 and 25	46,429.	6,759.		38,300.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<120,113.>			
	b Net investment income (if negative, enter -0-)		12,683.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

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	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	33,335.	15,808.	15,808.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	277,483.	132,367.	90,953.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	432,968.	475,379.	468,288.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	743,786.	623,554.	575,049.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 8)	3,069.	2,950.	
	23 **Total liabilities** (add lines 17 through 22)	3,069.	2,950.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [ ] **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	630,676.	620,604.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	110,041.	0.	
	30 **Total net assets or fund balances**	740,717.	620,604.	
	31 **Total liabilities and net assets/fund balances**	743,786.	623,554.	

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	740,717.
2 Enter amount from Part I, line 27a	2	<120,113.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	620,604.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	620,604.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	271,921.		365,047.	<93,126.>

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<93,126.>

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 <93,126.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation 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))
2007	50,412.	726,923.	.069350
2006	32,535.	804,712.	.040431
2005	35,150.	742,243.	.047356
2004	36,250.	734,601.	.049347
2003	21,800.	762,544.	.028589

2 Total of line 1, column (d)	2	.235073
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	.047015
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	510,093.
5 Multiply line 4 by line 3	5	23,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	127.
7 Add lines 5 and 6	7	24,109.
8 Enter qualifying distributions from Part XII, line 4	8	38,300.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ______ (attach copy of ruling letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	127.
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	127.
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	127.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 704.		
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	704.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	577.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	160. Refunded ▶	11	417.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANN ADAM HOPKINS Telephone no ▶ (716) 881-5074

Located at ▶ 49 CLEVELAND AVENUE, BUFFALO, NY ZIP+4 ▶ 14222

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

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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A | 1b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? | 1c | | X |

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2008 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 2008)* N/A | 3b | | |

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2008?	4b		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 [X] 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 [X] No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b No: X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 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.

(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
DR. L. NELSON HOPKINS III 49 CLEVELAND AVENUE, BFLO, NY BUFFALO, NY 14222	PRES., TREASURER 2.00	0.	0.	0.
ANN ADAM HOPKINS 49 CLEVELAND AVENUE BUFFALO, NY 14222	V. PRES., SECRETARY 2.00	0.	0.	0.
GERALD LIPPES 74 LINCOLN PKWAY BUFFALO, NY 14222	DIRECTOR 2.00	0.	0.	0.

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

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

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

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

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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	478,822.
b	Average of monthly cash balances	1b	39,039.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	517,861.
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	517,861.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,768.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	510,093.
6	**Minimum investment return** Enter 5% of line 5	6	25,505.

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	25,505.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 127.		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	127.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25,378.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,378.
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	25,378.

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	38,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	38,300.
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	127.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	38,173.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				25,378.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007 10,329.				
f **Total** of lines 3a through e	10,329.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 38,300.				
a Applied to 2007, 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 2008 distributable amount				25,378.
e Remaining amount distributed out of corpus	12,922.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,251.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	23,251.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007 10,329.				
e Excess from 2008 12,922.				

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

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 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

DR. L. NELSON HOPKINS III

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 ▶ [X] 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	38,300.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,442.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<93,126.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<73,684.>	0.

13 Total Add line 12, columns (b), (d), and (e) 13 <73,684.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

(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 [X] 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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 2-3-10 Title: VP

Paid Preparer's Use Only

Preparer's signature: Joseph Tomasiano CPA Date: JAN 28 2010 Check if self-employed ▶ [X] Preparer's identifying number: P00040942

Firm's name (or yours if self-employed) address and ZIP code: DOPKINS & COMPANY, LLP 200 INTERNATIONAL DR BUFFALO, NY 14221-5794

EIN ▶

Phone no 716-634-8800

Form **990-PF** (2008)

823622 01-02-09

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	100 SHS ABBOTT LABS	P	07/27/95	01/09/09
b	100 SHS ABBOTT LABS	P	VARIOUS	04/23/09
c	200 SHS AMERICA MOVIL S.A.B	P	07/17/07	07/30/09
d	1000 SHS ANGIODYNAMICS INC	P	05/01/08	VARIOUS
e	250 SHS CAMEO CORP CANADA	P	12/26/06	07/30/09
f	200 SHS ICICI BANK LTD SPON ADR	P	07/17/07	10/08/08
g	100 SHS KIMBERLY CLARK CORP	P	12/07/94	01/29/09
h	125 SHS MARKET VECTORS VECTORS STEEL	P	05/12/09	08/13/09
i	50 SHS MONSANTO	P	11/05/98	04/23/09
j	150 SHS MOOG INC CL A	P	05/08/09	09/17/09
k	200 SHS SCHLUMBERGER LTD NETHERL.	P	11/02/98	VARIOUS
l	175 SHS STANDARD&POORS DEP	P	11/04/08	03/10/09
m	400 SHS WACHOVIA CORP (WAS FIRST UNION)	P	VARIOUS	10/03/08
n	250 SHS WALGREEN CO	P	10/05/07	06/08/09
o	200 SHS WASTE MANAGEMENT INC	P	05/01/07	09/17/09

	(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	5,136.		1,886.	3,250.
b	4,269.		2,025.	2,244.
c	8,519.		13,015.	<4,496.>
d	13,570.		13,967.	<397.>
e	6,814.		10,070.	<3,256.>
f	3,886.		10,400.	<6,514.>
g	5,274.		2,457.	2,817.
h	6,038.		5,013.	1,025.
i	3,913.		373.	3,540.
j	4,861.		4,013.	848.
k	10,260.		4,980.	5,280.
l	12,500.		17,577.	<5,077.>
m	2,669.		16,516.	<13,847.>
n	7,724.		10,180.	<2,456.>
o	5,978.		7,094.	<1,116.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				3,250.
b				2,244.
c				<4,496.>
d				<397.>
e				<3,256.>
f				<6,514.>
g				2,817.
h				1,025.
i				3,540.
j				848.
k				5,280.
l				<5,077.>
m				<13,847.>
n				<2,456.>
o				<1,116.>

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	
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	

823591
04-25-08

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	150 SHS WELLPOINT INC	P	09/21/07	03/06/09
b	500 SHS ISHARES TRUST MSCI VALUE INDEX FUND	P	VARIOUS	01/09/09
c	250 SHS ISHARES TRUST S&P GLOBAL TIMBER & FORESTR	P	07/09/08	08/06/09
d	500 SHS POWERSHARES FTSE RAFI	P	VARIOUS	12/10/08
e	200 SHS POWERSHARES FTSE RAFI US 1500	P	04/26/07	01/09/09
f	900 SHS POWERSHARES FTSE RAFI US 1500	P	VARIOUS	06/03/09
g	500 SHS WISDOMTREE TRUST INTL LG	P	02/06/07	11/04/08
h	250 SHS WISDOMTREE TRUST INTL MIDCAP	P	02/16/07	01/09/09
i	200 SHS WISDOMTREE TRUST INTL LG	P	04/26/07	11/04/08
j	200 SHS WISDOMTREE TRUST INTL REAL ESTATE	P	04/14/08	09/30/08
k	5000 SHS HSBC 100% PPN-AB RTN BAR S&P 500	P	10/31/07	11/14/09
l	125 SHS KRAFT FOODS INC CL A	P	12/22/08	08/25/09
m				
n				
o				

	(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	4,650.		12,012.	<7,362.>
b	19,885.		35,594.	<15,709.>
c	8,625.		11,547.	<2,922.>
d	17,160.		29,627.	<12,467.>
e	6,395.		11,598.	<5,203.>
f	16,110.		22,377.	<6,267.>
g	20,950.		31,015.	<10,065.>
h	9,115.		16,448.	<7,333.>
i	8,380.		13,242.	<4,862.>
j	5,757.		8,640.	<2,883.>
k	49,881.		50,000.	<119.>
l	3,602.		3,381.	221.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<7,362.>
b				<15,709.>
c				<2,922.>
d				<12,467.>
e				<5,203.>
f				<6,267.>
g				<10,065.>
h				<7,333.>
i				<4,862.>
j				<2,883.>
k				<119.>
l				221.
m				
n				
o				

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	<93,126.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-25-08

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS ABBOTT LABS	PURCHASED	07/27/95	01/09/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,136.	1,886.	0.	0.	3,250.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS ABBOTT LABS	PURCHASED	VARIOUS	04/23/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,269.	2,025.	0.	0.	2,244.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS AMERICA MOVIL S.A.B	PURCHASED	07/17/07	07/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,519.	13,015.	0.	0.	<4,496.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS ANGIODYNAMICS INC	PURCHASED	05/01/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,570.	13,967.	0.	0.	<397.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS CAMEO CORP CANADA	PURCHASED	12/26/06	07/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,814.	10,070.	0.	0.	<3,256.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS ICICI BANK LTD SPON ADR	PURCHASED	07/17/07	10/08/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,886.	10,400.	0.	0.	<6,514.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS KIMBERLY CLARK CORP	PURCHASED	12/07/94	01/29/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,274.	2,457.	0.	0.	2,817.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS MARKET VECTORS VECTORS STEEL	PURCHASED	05/12/09	08/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,038.	5,013.	0.	0.	1,025.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS MONSANTO	PURCHASED	11/05/98	04/23/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,913.	373.	0.	0.	3,540.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS MOOG INC CL A	PURCHASED	05/08/09	09/17/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,861.	4,013.	0.	0.	848.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS SCHLUMBERGER LTD NETHERL.	PURCHASED	11/02/98	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,260.	4,980.	0.	0.	5,280.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
175 SHS STANDARD&POORS DEP	PURCHASED	11/04/08	03/10/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,500.	17,577.	0.	0.	<5,077.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SHS WACHOVIA CORP (WAS FIRST UNION)	PURCHASED	VARIOUS	10/03/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,669.	16,516.	0.	0.	<13,847.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS WALGREEN CO	PURCHASED	10/05/07	06/08/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,724.	10,180.	0.	0.	<2,456.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS WASTE MANAGEMENT INC	PURCHASED	05/01/07	09/17/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,978.	7,094.	0.	0.	<1,116.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS WELLPOINT INC	PURCHASED	09/21/07	03/06/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,650.	12,012.	0.	0.	<7,362.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS ISHARES TRUST MSCI VALUE INDEX FUND	PURCHASED	VARIOUS	01/09/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,885.	35,594.	0.	0.	<15,709.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS ISHARES TRUST S&P GLOBAL TIMBER & FORESTRY	PURCHASED	07/09/08	08/06/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,625.	11,547.	0.	0.	<2,922.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS POWERSHARES FTSE RAFI	PURCHASED	VARIOUS	12/10/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,160.	29,627.	0.	0.	<12,467.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS POWERSHARES FTSE RAFI US 1500	PURCHASED	04/26/07	01/09/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,395.	11,598.	0.	0.	<5,203.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
900 SHS POWERSHARES FTSE RAFI US 1500	PURCHASED	VARIOUS	06/03/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,110.	22,377.	0.	0.	<6,267.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS WISDOMTREE TRUST INTL LG	PURCHASED	02/06/07	11/04/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,950.	31,015.	0.	0.	<10,065.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS WISDOMTREE TRUST INTL MIDCAP	PURCHASED	02/16/07	01/09/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,115.	16,448.	0.	0.	<7,333.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS WISDOMTREE TRUST INTL LG	PURCHASED	04/26/07	11/04/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,380.	13,242.	0.	0.	<4,862.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS WISDOMTREE TRUST INTL REAL ESTATE	PURCHASED	04/14/08	09/30/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,757.	8,640.	0.	0.	<2,883.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 SHS HSBC 100% PPN-AB RTN BAR S&P 500	PURCHASED	10/31/07	11/14/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,881.	50,000.	0.	0.	<119.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS KRAFT FOODS INC CL A	PURCHASED	12/22/08	08/25/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,602.	3,381.	0.	0.	221.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<93,126.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES INC.	19,442.	0.	19,442.
TOTAL TO FM 990-PF, PART I, LN 4	19,442.	0.	19,442.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DOPKINS & COMPANY	2,740.	1,370.		0.
TO FORM 990-PF, PG 1, LN 16B	2,740.	1,370.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER'S FEES	5,381.	5,381.		0.
TO FORM 990-PF, PG 1, LN 16C	5,381.	5,381.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	8.	8.		0.
TO FORM 990-PF, PG 1, LN 18	8.	8.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A - CORPORATE STOCKS	132,367.	90,953.
SEE STATEMENT A - STRUCTURED PRODUCTS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	132,367.	90,953.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A - CLOSED END MUTUAL FUNDS	FMV	437,629.	434,548.
SEE STATEMENT A - PREFERRED SECURITIES	FMV	37,750.	33,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		475,379.	468,288.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO NURCON	2,950.	2,950.
ACCRUED MARGIN INTEREST	119.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,069.	2,950.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALBRIGHT KNOX ART GALLERY 1285 ELMWOOD AVENUE, BUFFALO, NY	NONE PUBLIC WELFARE	PUBLIC	18,000.
BUFFALO PHILHARMONIC ORCHESTRA KLEINHANS MUSIC HALL, BUFFALO, NY	NONE PUBLIC WELFARE	PUBLIC	5,000.
BUFFALO SEMINARY 205 BIDWELL PARKWAY, BUFFALO, NY 14222	NONE EDUCATION	PUBLIC	150.
CYSTIC FIBROSIS FOUNDATION 1775 WEHRLE DRIVE STE 150, WILLIAMSVILLE, NY 14221	NONE MEDICAL	PUBLIC	100.
ELMWOOD FRANKLIN SCHOOL 104 AMSTERDAM AVE, BUFFALO, NY 14216	NONE EDUCATION	PUBLIC	250.
GRAND TETON MUSIC FESTIVAL 4015 W. LAKE CREEK DRIVE #1, WILSON, WY 83014	NONE PUBLIC WELFARE	PUBLIC	1,000.
HAUPTMAN WOODWARD MEDICAL RESEARCH 73 HIGH ST., BUFFALO, NY	NONE RESEARCH	PUBLIC	1,000.
HOSPICE FOUNDATION HARLEM RD., CHEEKTOWAGA, NY	NONE MEDICAL	PUBLIC	500.
KALEIDA FOUNDATION 901 WASHINGTON ST., BUFFALO, NY	NONE MEDICAL	PUBLIC	1,000.
MARTIN HOUSE RESTORATION CORP. 617 MAIN STREET, BUFFALO, NY 14203	NONE PRESERVATION	PUBLIC	1,000.

NEUROSURGERY RESEARCH EDUCATION FOUNDATION (NREF) 5550 MEADOWBROOK DRIVE, ROLLING MEADOWS, IL 60008-3852	NONE MEDICAL	PUBLIC	1,000.
NICHOLS SCHOOL AMHERST ST., BUFFALO, NY	NONE EDUCATION	PUBLIC	1,000.
RONALD MCDONALD HOUSE OF WESTERN NY, INC. 780 WEST FERRY ST., BUFFALO, NY	NONE CHARITABLE	PUBLIC	100.
ROSWELL PARK INSTITUTE HIGH ST., BUFFALO, NY	NONE MEDICAL	PUBLIC	1,000.
SALVATION ARMY MAIN STREET, BUFFALO, NY	NONE PROVIDE CARE	PUBLIC	1,500.
STATE EMPLOYEES FEDERATED APPEAL UNKNOWN, UNKNOWN	NONE PUBLIC WELFARE	PUBLIC	1,000.
TETAN SCIENCE SCHOOL 700 COYOTE CANYON RD., JACKSON, WY 83001	NONE EDUCATION	PUBLIC	100.
UNIVERSITY AT BUFFALO FOUNDATION, INC. PO BOX 900, BUFFALO, NY 14226	NONE EDUCATION	PUBLIC	1,000.
WESTMINSTER SOCIETY 724 DELAWARE AVE., BUFFALO, NY 14209	NONE RELIGIOUS	PUBLIC	1,000.
WNED P.O. BOX 1263, BUFFALO, NY 14240-1263	NONE EDUCATION	PUBLIC	100.
WOMEN & CHILDREN'S HOSPITAL 219 BRYANT, BUFFALO, NY 14222	NONE MEDICAL	PUBLIC	1,000.

ALBANY MEDICAL COLLEGE 43 NEW SCOTLAND AVENUE, ALBANY, NY 12208	NONE EDUCATION	PUBLIC	150.
BURCHFIELD PENNEY ART CENTER 1300 ELMWOOD AVENUE, BUFFALO, NY 14222	NONE EDUCATION	PUBLIC	250.
HANDS ON DISASTER RESPONSE, CARLISLE, MA 01741	NONE PUBLIC WELFARE	PUBLIC	1,000.
NATIONAL MUSEUM OF WILDLIFE, JACKSON HOLE, WY 83001	NONE EDUCATION	PUBLIC	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			38,300.

	STATEMENT A				
			BOOK	COST	FAIR MARKET
	DATE		VALUE @	BASIS @	VALUE @
SECURITY	ACQUIRED	# SHARES	9/30/2008	9/30/2008	9/30/2009
CORPORATE STOCK					
ABBOTT LABS	07/27/95	100	1,886.02	0.00	
ABBOTT LABS	07/27/95	50	943 33	0 00	
ABBOTT LABS	08/02/96	50	1,082 05	0.00	
ABBOTT LABS	08/02/96	150	3,246.30	3,246 30	7,420.50
ABIOMED INC	08/28/08	500	8,995 83	8,995.83	4,855.00
ABIOMED INC	09/05/08	500	9,014.60	9,014.60	4,855 00
AMERICA MOVIL S.A.B. DE C.V. SER L	07/17/07	200	13,014.74	0.00	
ANGIODYNAMICS INC	05/01/08	250	3,491.71	0.00	
ANGIODYNAMICS INC	05/01/08	750	10,475 15	0 00	
BANK OF AMERICA	1/21/99	110	3,437 26	3,437 26	1,861 20
BANK OF AMERICA	03/14/00	294	7,270.56	7,270.56	4,974.48
BOSTON SCIENTIFIC CORP	04/16/97	300	3,517.65	3,517.65	3,177.00
BOSTON SCIENTIFIC CORP	09/18/97	400	6,515 37	6,515.37	4,236 00
BOSTON SCIENTIFIC CORP	09/28/99	300	4,158 76	4,158.76	3,177 00
CAMEO CORP CANADA UNSOLICITED	12/26/06	250	10,070 00	0 00	
ICICI BANK LTD SPON ADR	07/17/07	200	10,400 00	0.00	
KIMBERLY CLARK CORP	12/07/94	100	2,456.99	0 00	
KRAFT FOODS INC CL A	12/22/08			0 00	
M&T BANK CORP	01/02/08		8,164.00	8,164.00	6,232.00
MARKET VECTORS VECTORS STEEL	05/12/09			0.00	
MONSANTO	11/5/98	50	373.41	0 00	
MOOG INC CL A	05/08/09			0.00	
NMT MEDICAL INC	11/19/07	1,000	5,348.95	5,348 95	2,060.00
NMT MEDICAL INC	05/01/08	1,000	4,114.90	4,114 90	2,060.00
SCHLUMBERGER LTD NETHERL.	11/02/98	100	2,490.28	0.00	
SCHLUMBERGER LTD NETHERL.	11/02/98	100	2,490.15	0 00	
STANDARD&POORS DEP RCPTS UNIT SER 1	11/04/08	175		0.00	
TRANS1 INC	03/10/08	250	3,012.25	3,012 25	1,202 50
TRANS1 INC	03/12/08	250	2,542 50	2,542 50	1,202 50
TRANS1 INC	03/13/08	500	4,950.00	4,950.00	2,405 00
TRANS1 INC	03/20/08	1,000	9,189.40	9,189.40	4,810 00
TRANS1 INC	09/05/08	1,000	8,326 25	8,326.25	4,810 00
TRANS1 INC	09/19/08	1,000	7,624.10	7,624 10	4,810 00
TRANS1 INC	11/11/08	1,200		8,120 76	5,772.00
UROLOGIX INC	05/09/08	4,500	4,078.00	4,078 00	5,355 00
UROLOGIX INC	07/24/08	10,000	19,000 00	19,000 00	11,900 00
UROLOGIX INC	02/03/09			1,689 41	3,659 25
UROLOGIX INC	02/03/09			50 00	119 00

	STATEMENT A				
	DATE		BOOK VALUE @	COST BASIS @	FAIR MARKET VALUE @
SECURITY	ACQUIRED	# SHARES	9/30/2008	9/30/2008	9/30/2009
WACHOVIA CORP (WAS FIRST UNION)	07/20/99	200	9,672.19	0 00	
WACHOVIA CORP (WAS FIRST UNION)	01/24/00	200	6,843.81	0 00	
WALGREEN CO	10/05/07	250	10,180.25	0.00	
WASTE MANAGEMENT INC	05/01/07	200	7,094.00	0.00	
WELLPOINT INC	09/21/07	150	12,012.00	0.00	
			0 00	0.00	0 00
TOTAL CORPORATE STOCK		27,629	227,482 76	**132,366.85**	**90,953.43**
				0 00	
CLOSED END MUTUAL FUNDS					
ISHARES MSCI EAFE INDEX FUND	01/14/09			28,540.33	35,542 00
ISHARES MSCI EAFE INDEX FUND	06/02/09			10,410 44	12,303 00
ISHARES MSCI EAFE INDEX FUND	08/04/09			17,531 47	19,138 00
ISHARES MSCI EAFE INDEX FUND	09/22/09			12,473 44	12,303 00
ISHARES TRUST MSCI VALUE INDEX FUND	12/05/06	300	21,132 00	0 00	
ISHARES TRUST MSCI VALUE INDEX FUND	12/26/06	200	14,462 00	0.00	
ISHARES TRUST RUSSELL MIDCAP INDEX FD	12/26/06	100	10,057 00	10,057.00	7,823 00
ISHARES TRUST RUSSELL MIDCAP INDEX FD	02/06/07	150	15,559 50	15,559 50	11,734 50
ISHARES TRUST RUSSELL MIDCAP INDEX FD	02/16/07	150	15,708 00	15,708 00	11,734.50
ISHARES TRUST RUSSELL 1000 GROWTH FD	03/30/07	250	13,962 50	13,962 50	11,577.50
ISHARES TRUST RUSSELL 1000 GROWTH FD	06/12/07	250	14,835 00	14,835 00	11,577 50
ISHARES TRUST RUSSELL 1000 GROWTH FD	09/30/08		5,056 00	5,056 00	4,631 00
ISHARES TRUST RUSSELL 1000 GROWTH INDEX	12/15/08			20,201.50	25,470 50
ISHARES TRUST RUSSELL 1000 GROWTH INDEX	03/06/09			3,928.58	5,788 75
ISHARES TRUST RUSSELL 1000 VALUE INDEX FD	08/14/07	200	16,769 00	16,769.00	11,098 00
ISHARES TRUST RUSSELL 1000 VALUE INDEX FD	01/09/08		15,690 00	15,690.00	11,098 00
ISHARES TRUST RUSSELL 1000 VALUE INDEX FD	09/30/08		6,670.00	6,670 00	5,549.00
ISHARES TRUST RUSSELL 1000 VALUE INDEX FD	12/15/08			17,376.80	19,421.50
ISHARES TRUST S&P GLOBAL HEALTHCARE SEC	08/11/09			9,172.38	9,670.00
ISHARES TRUST S&P GLOBAL TIMBER & FOREST	07/09/08	250	11,546 90	0 00	
ISHARES TRUST S&P SMALLCAP 600 FD	06/08/09			17,085 00	19,627 50
ISHARES TRUST S&P SMALLCAP 600 INDEX FD	06/11/08		13,100.00	13,100.00	10,468 00
ISHARES TRUST S&P SMALLCAP 600 INDEX FD	01/14/09			8,552.00	10,468.00
POWERSHARES DB COMMODITY INDEX	02/02/09			5,047.50	5,515.00
POWERSHARES DB COMMODITY INDEX	04/03/09			4,046 00	4,412.00
POWERSHARES DB COMMODITY INDEX TRACKIN	06/08/09			8,238.44	7,721 00
POWERSHARES FTSE RAFI	02/16/07	250	14,915.00	0.00	
POWERSHARES FTSE RAFI	03/30/07	250	14,711 75	0 00	
POWERSHARES FTSE RAFI US 1500 SMALL-MID F	04/26/07	200	11,597 97	0.00	

	STATEMENT A				
			BOOK	COST	FAIR MARKET
	DATE		VALUE @	BASIS @	VALUE @
SECURITY	ACQUIRED	# SHARES	9/30/2008	9/30/2008	9/30/2009
POWERSHARES WATER RESOURCES PORTFOLI	03/31/08		5,928.00	5,928.00	5,013.00
SPDR GOLD TRUST	03/13/09			9,267.16	10,379.25
STREETTRACKS INDEX SHARES FD	07/02/07	300	16,632.00	16,632.00	12,615.00
TECHNOLOGY SECTOR SPDR TRUST SHS	08/14/07	250	6,480.00	0.00	
TECHNOLOGY SECTOR SPDR TRUST SHS	03/31/08	200	4,575.98	0.00	
TECHNOLOGY SECTOR SPDR TRUST SHS	06/11/08	450	11,320.52	0 00	
VANGAURD DIVID APPRECIATION ETF	09/22/09			16,877 44	16,646.25
VANGUARD INTL EQUITY INDEX FD	06/12/07	300	12,991 50	12,991.50	11,559 00
VANGUARD INTL EQUITY INDEX FD EMERGING M	12/24/08			8,185 58	12,522.25
WISDOMTREE TRUST INTL LARGECAP DIV FD	02/06/07	500	31,015.00	0 00	
WISDOMTREE TRUST INTL MIDCAP DIV FD	02/16/07	250	16,447.50	0 00	
WISDOMTREE TRUST INTL LARGECAP DIV FD	04/26/07	200	13,242.00	0.00	
WISDOMTREE TRUST INTL REAL ESTATE SECTO	04/14/08	200	8,639 82	0 00	0.00
FIXED INCOME					
ISHARES IBOXX $ INVT GRADE CORPORATE BON	08/18/08	200	20,247 12	20,247 12	21,336 00
ISHARES IBOXX $ INVT GRADE CORPORATE BON	09/30/08	200	18,429 00	18,429 00	21,336.00
ISHARES BARCLAYS TIPS BOND FUND	01/14/09			9,917 68	10,288 00
ISHARES BARCLAYS TIPS BOND FUND	02/03/09			9,953 00	10,288 00
ISHARES TRUST S&P U S PRD STOCK INDEX	01/09/09			5,692 68	6,347 25
SPDR SER TRUST LEHMAN HIGH YIELD BOND ET	04/14/08		13,497 00	13,497.00	11,547.00
TOTAL CLOSED END MUTUAL FUNDS			395,218 06	**437,629.04**	**434,548.25**
PREFERRED SECURITIES					
FIFTH THIRD CAPITAL TR V 7.25%	08/08/07	1,000	25,000 00	25,000.00	20,600 00
M&T CAPITAL TRUST IV 8.5%	05/01/08		12,749 50	12,749 50	13,140 00
TOTAL PREFERRED SECURITIES			37,749 50	**37,749.50**	**33,740.00**
STRICTURED PRODUCTS					
HSBC 100% PPN-AB RTN BAR S&P 500	10/31/07	5,000 00	50,000 00	0.00	0 00
			50,000 00	**0.00**	**0.00**
TOTAL Stocks/ Bonds					
Stocks - BOY			227,482.76		
Add Purchases			39,843.37		
Subtract Sales			(109,665 17)		
Adjust for Gains/Losses			-25,294 11		

STATEMENT A

SECURITY	DATE ACQUIRED	# SHARES	BOOK VALUE @ 9/30/2008	COST BASIS @ 9/30/2008	FAIR MARKET VALUE @ 9/30/2009
				607,745 39	559,241 68
Balance - EOY			**132,366.85**		