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

2009

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

For calendar year 2009, or tax year beginning 03/01, 2009, and ending 02/28, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WHITING FOUNDATION TR 2/5/60 12-219480		A Employer identification number 16-6148416
	Number and street (or P O box number if mail is not delivered to street address) ONE HSBC CENTER, 23RD FLOOR	Room/suite	B Telephone number (see page 10 of the instructions) () -
	City or town, state, and ZIP code BUFFALO, NY 14203-2885		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 510,807.		K Accounting method: <input checked="" 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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	8,944.	9,043.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-23,199.			
b	Gross sales price for all assets on line 6a	48,551.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-14,255.	9,043.		
13	Compensation of officers, directors, trustees, etc.	6,914.	6,223.		691.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	135.	52.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 2	100.	69.		100.
24	Total operating and administrative expenses. Add lines 13 through 23	7,149.	6,344.		791.
25	Contributions, gifts, grants paid	44,678.			44,678.
26	Total expenses and disbursements. Add lines 24 and 25	51,827.	6,344.		45,469.
27	Subtract line 26 from line 12.	-66,082.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		2,699.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	13,483.	17,804.	17,805.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	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) STMT 3.	527,464.	457,061.	493,002.
	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)	540,947.	474,865.	510,807.	
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)				
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	540,947.	474,865.	
	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 page 17 of the instructions)	540,947.	474,865.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	540,947.	474,865.		

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)	1 540,947.
2	Enter amount from Part I, line 27a	2 -66,082.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 474,865.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 474,865.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) F M V. as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col (j), (l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h)).

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

Table with columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Includes lines 2-8 for calculations.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	27.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	27.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	27.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27.
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 2010 estimated tax <input type="checkbox"/> NONE <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>N/A</u>			
14 The books are in care of ▶ <u>HSBC BANK USA</u> Telephone no. ▶ <u>(800) 284-5866</u>			
Located at ▶ <u>ONE HSBC CENTER, BUFFALO, NY</u> ZIP + 4 ▶ <u>14203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		X
			and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	3b	N/A
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 2009?	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 No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A	
6b		X
7b	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5	AS REQ'D	6,914.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 7		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	477,937.
b	Average of monthly cash balances	1b	18,993.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	496,930.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	496,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,454.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	489,476.
6	Minimum investment return. Enter 5% of line 5	6	24,474.

Part XI Distributable Amount (see page 25 of the 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	24,474.
a	Tax on investment income for 2009 from Part VI, line 5	2a	27.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,447.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	24,447.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,447.

Part XII Qualifying Distributions (see page 25 of the 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	45,469.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,469.
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 page 26 of the instructions)	5	27.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,442.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				24,447.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			22,936.	
b Total for prior years: 20 07, 20 _____, 20 _____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>45,469.</u>				
a Applied to 2008, but not more than line 2a			22,936.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				22,533.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				1,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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))

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 page 28 of the 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 <i>Paid during the year</i> SEE STATEMENT 12				
Total ▶ 3a				44,678.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, etc.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Includes the text 'NOT APPLICABLE'.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					464.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					691.	
14,985.00		1500. HSBC INV GROWTH FD - CLASS I #256 PROPERTY TYPE: SECURITIES 23,104.00					05/30/1997 -8,119.00	03/27/2009
13,201.00		250. HSBC BANK USA D I F TAXABLE BOND FU PROPERTY TYPE: SECURITIES 13,508.00					11/30/2007 -307.00	03/31/2009
17,640.00		1500. HSBC INVESTOR INTL EQUITY FD PROPERTY TYPE: SECURITIES 32,890.00					VAR -15,250.00	02/16/2010
1,347.00		100. HSBC INV GROWTH FD - CLASS I #256 PROPERTY TYPE: SECURITIES 1,540.00					05/30/1997 -193.00	02/16/2010
		CAPITAL GAIN DISTRIBUTION					223.00	
TOTAL GAIN(LOSS)					----- -22,491. =====	

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX FYE 2009	135.	52.
FOREIGN TAX		
TOTALS	135.	52.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CTF EXPENSE			
NYS FILING FEE	100.	69.	100.
TOTALS	100.	69.	100.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENTS	C	527,464.	457,061.	493,002.
TOTALS		527,464.	457,061.	493,002.
		=====	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

HSBC BANK USA

ADDRESS:

PO BOX 4203

BUFFALO, NY 14240

TITLE:

TRUSTEE

COMPENSATION 6,914.

TOTAL COMPENSATION: 6,914.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:
NONE

=====

RECIPIENT NAME:
DELEVAN CEMETERY
ASSOCIATION
ADDRESS:

DELEVAN, NY 14042

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,468.

RECIPIENT NAME:
SUPREME COUNCIL BENEV
FOUNDATION

ADDRESS:
PO BOX 519
LEXINGTON, MA 02173

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,468.

RECIPIENT NAME:
ERIE COUNTY SPCA

ADDRESS:
205 ENSMINGER RD
TONAWANDA, NY 14150

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,468.

RECIPIENT NAME:
GOWANDA UNITED METHODIST CHURCH
ADDRESS:
30 NORTH CHAPEL ST
GOWANDA, NY 14070
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:
BUFFALO GOODWILL
INDUSTRIES
ADDRESS:
1119 WILLIAM STREET
BUFFALO, NY 14206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:
AMERICAN FOUNDATION FOR
THE BLIND: DEVELOPMENT OFFICE
ADDRESS:
11 PENN PLAZA, SUITE 300
NEW YORK, NY 10001-2018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:
FIRST PRESBYTERIAN CHURCH
OF GOWANDA
ADDRESS:
P.O. BOX 126
GOWANDA, NY 14070-0126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:
SALVATION ARMY BUFFALO
AREA SVCS, ATTN: AREA COORD
ADDRESS:
960 MAIN STREET
BUFFALO, NY 14202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:
RANDOLPH CHILDREN'S HOME
ADDRESS:
BOX 218
RANDOLPH, NY 14772
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,234.

=====

RECIPIENT NAME:

DELEVAN BAPTIST CHURCH

ADDRESS:

P.O. BOX 335
DELEVAN, NY 14042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,234.

RECIPIENT NAME:

GOWANDA PINE HILL CEMETARY ASSOC
C/O SUSAN C. TORRANCE

ADDRESS:

35 NORTH CHAPEL STREET
GOWANDA, NY 14070

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,468.

RECIPIENT NAME:

UNITED TORCH FUND OF
GOWANDA, INC.

ADDRESS:

P.O. BOX 324
GOWANDA, NY 14070

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,234.

=====

RECIPIENT NAME:

MASONIC BROTHERHOOD FUND
OF NEW YORK STATE

ADDRESS:

71 WEST 23RD ST, 17TH FL
NEW YORK, NY 10010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,467.

RECIPIENT NAME:

SHRINERS HOSPITALS FOR CHILDREN
ATTN: TRUST & INV ACCT MGMT

ADDRESS:

P.O. BOX 31356
TAMPA, FL 33631-3356

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(c)(3) PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,467.

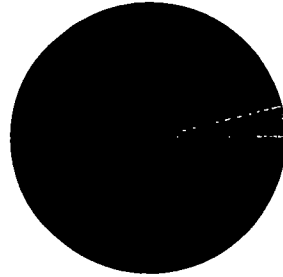
TOTAL GRANTS PAID:




44,678.

=====




PORTFOLIO SUMMARY

Total market value as of Jan. 31, 2010**	\$520,414.62
Additions	\$0.00
Withdrawals	(\$22,379.33)
Income received	\$658.57
Change in market value of account	\$12,112.59
Total market value as of Feb. 28, 2010**	\$510,806.45



-  3.49% Cash & Cash Equivalents
-  35.28% Fixed Income
-  61.23% Equities

Portfolio Asset Summary*

	Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
 Cash & Cash Equivalents	\$17,804.70	3.49%	\$17,804.42	\$3	0.02%
 Fixed Income	\$180,216.13	35.28%	\$171,243.13	\$8,186	4.54%
 Equities	\$312,785.62	61.23%	\$285,817.56	\$224	0.07%
Total	\$510,806.45	100.00%	\$474,865.11	\$8,413	1.65%

Income Summary

	This Period	Year to Date	Realized	Year to Date
Dividends	\$0.80	\$2.28	\$0.00	\$0.00
Miscellaneous	\$657.77	\$1,371.81	(\$15,443.26)	(\$15,443.26)
Total	\$658.57	\$1,374.09	(\$15,443.26)	(\$15,443.26)

Net Gain/Loss Summary

	This Period	Year to Date
Net ST Gain/Loss	\$0.00	\$0.00
Net LT Gain/Loss	(\$15,443.26)	(\$15,443.26)
Total	(\$15,443.26)	(\$15,443.26)

* All values reported in U.S. dollars
 ** Includes Accrued Income



PRINCIPAL PORTFOLIO

Asset Summary*	Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
Cash & Cash Equivalents	\$10,547.06	2.09%	\$10,546.88	\$2	0.02%
Fixed Income	\$180,216.13	35.79%	\$171,243.13	\$8,186	4.54%
Equities	\$312,785.62	62.12%	\$285,817.56	\$224	0.07%
Total	\$503,548.81	100.00%	\$467,607.57	\$8,412	1.67%

* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

CASH AND CASH EQUIVALENTS

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Taxable Money Market Funds	\$10,547.06	2.09%	\$2
Total	\$10,547.06	2.09%	\$2

Holdings*
 (Description sorted by type/alphabetical)

Taxable Money Market Funds

	Quantity	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
GOLDMAN SACHS FINL SQUARE GOVT FD-I (CUSIP #:609999AE7)	10,546.88	10,546.88	1.00	10,546.88	0.18	2	0.02%

Total Cash and Cash Equivalents

	\$10,546.88	\$10,546.88	\$0.18	\$2	0.02%
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* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

FIXED INCOME

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Common & Collective Fds--Fxd IN	\$180,216.13	35.79%	\$8,186
Total	\$180,216.13	35.79%	\$8,186

Holdings*
 (Description sorted by Maturity)

Common & Collective Fds--Fxd IN

	Par Value	Cost	Price/*** Unit	Market Value	Accrued Income	Total Market Value**	Estimated Annual Income	Current Yield
HSBC BANK USA NA DIVERSIFIED INVESTMENT FUND TAXABLE INCOME FUND (CUSIP #:568998AD0)	3,306.90	171,243.13	54.49	180,192.98	23.15	180,216.13	8,186	4.54%

Total Fixed Income

	\$171,243.13	\$180,192.98	\$23.15	\$180,216.13	\$8,186	4.54%
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* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

EQUITIES

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Closed End Equity Mutual Funds	\$18,635.00	3.70%	\$224
U.S. Equity Mutual Funds	\$294,150.62	58.42%	\$0
Total	\$312,785.62	62.12%	\$224

Holdings*
 (Description sorted by type/alphabetical)

Closed End Equity Mutual Funds

Description	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
ISHARES INC RUSSELL 2000 INDEX FD (Ticker Symbol:IWM)	150.00	12,744.00	62.80	9,420.00	0.00	108	1.15%
ISHARES INC S & P MIDCAP 400 INDEX FD (Ticker Symbol:IJH)	125.00	10,185.00	73.72	9,215.00	0.00	116	1.25%

U.S. Equity Mutual Funds

HSBC INVESTOR GROWTH FUND – CLASS I #256 (Ticker Symbol:HOTYX)	21,533.72	262,888.56	13.66	294,150.62	0.00	0	0.00%
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Total Equities

		\$285,817.56		\$312,785.62	\$0.00	\$224	0.07%
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* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

INVESTED INCOME PORTFOLIO

Asset Summary*	Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
Cash & Cash Equivalents	\$7,257.64	100.00%	\$7,257.54	\$1	0.01%
Total	\$7,257.64	100.00%	\$7,257.54	\$1	0.01%



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* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

CASH AND CASH EQUIVALENTS

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Cash	\$0.00	0.00%	\$0
Taxable Money Market Funds	\$7,257.64	100.00%	\$1
Total	\$7,257.64	100.00%	\$1

Holdings*
(Description sorted by type/alphabetical)

	Quantity	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
Cash							
INCOME	7,257.54	7,257.54	1.00	7,257.54	0.00	0	0.00%
INVESTED INCOME	(7,257.54)	(7,257.54)	1.00	(7,257.54)	0.00	0	0.00%

Taxable Money Market Funds

GOLDMAN SACHS FINL SQUARE GOVT FD-I (CUSIP #609999AE7)	7,257.54	7,257.54	1.00	7,257.54	0.10	1	0.02%
Total Cash and Cash Equivalents		\$7,257.54		\$7,257.54	\$0.10	\$1	0.01%

* All values reported in U.S. dollars

** Includes Accrued Income

*** Prices are rounded to the nearest 100th decimal place for statement formatting purposes