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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.

For calendar year 2010, or tax year beginning

05/01, 2010, and ending

04/30, 2011

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

POSTMARK DATE

Name of foundation

HENRY GRAFF T/CHAR

A Employer identification number

52-6611473

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

ONE M & T PLAZA, 8TH FLOOR

Room/suite

B Telephone number (see page 10 of the instructions)

(716) 842-5506

City or town, state, and ZIP code

BUFFALO, NY 14203

C If exemption application is pending, check here

D 1 Foreign organizations, check here

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

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

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

Check type of organization: Section 501(c)(3) exempt private foundation

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,163,630.

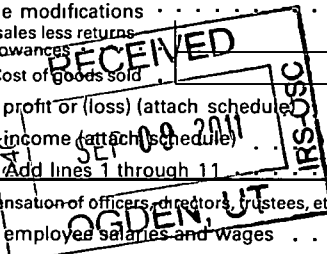
J Accounting method: Cash Accrual

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 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	67,818.	67,704.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	133,185.			
b Gross sales price for all assets on line 6a	764,602.			
7 Capital gain net income (from Part IV, line 2)		133,185.		
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)	1,237.			STMT 2
12 Total. Add lines 1 through 11	202,240.	200,889.		
13 Compensation of officers, directors, trustees, etc.	22,665.	22,665.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
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)	3,959.	1,286.		STMT 3
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	26,624.	23,951.	NONE	
25 Contributions, gifts, grants paid	132,548.			132,548.
26 Total expenses and disbursements. Add lines 24 and 25	159,172.	23,951.	NONE	132,548.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	43,068.			
b Net investment income (if negative, enter -0)		176,938.		
c Adjusted net income (if negative, enter -0)				

SCANNED SEP 19 2011
Operating and Administrative Expenses



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	107,458.	67,057.	67,057.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	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 4	2,614,783.	2,698,252.	3,096,573.
	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)	2,722,241.	2,765,309.	3,163,630.	
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	2,722,241.	2,765,309.	
	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)	2,722,241.	2,765,309.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,722,241.	2,765,309.		

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 2,722,241.
2	Enter amount from Part I, line 27a	2 43,068.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,765,309.
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 2,765,309.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FM 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	133,185.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			}	3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009			
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 3,539, 2,116, and 1,423.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. 'No' column contains 'X' marks for questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8b, 9, and 10.

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)	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 ▶ SEE STATEMENT 9 Telephone no. ▶			
Located at ▶ ZIP + 4 ▶				
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				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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 22 of the instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 22 of the instructions)	2b	X
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 2010 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 2010.)	3b	
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 2010?	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)? **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? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 10		22,665.	-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
NONE		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
NONE		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 24 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	2,808,482.
b	Average of monthly cash balances	1b	80,110.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,888,592.
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	2,888,592.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	43,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,845,263.
6	Minimum investment return. Enter 5% of line 5	6	142,263.

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	142,263.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,539.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,539.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,724.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	138,724.
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	138,724.

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	132,548.
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	132,548.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,548.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				138,724.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			127,166.	
b Total for prior years 20 08, 20 , 20		5,382.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 132,548.				
a Applied to 2009, but not more than line 2a			127,166.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		5,382.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (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				
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		5,382.		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				138,724.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	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 2010, 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)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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).)

N/A

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.

N/A

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
Total ▶ 3a				132,548.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

**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 CAPITAL GAIN DIVIDENDS					4,429.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					8,064.	
5,246.00		360.308 LSV VALUE EQUITY FUND PROPERTY TYPE: SECURITIES 4,781.00					11/11/2010 465.00	03/08/2011
11,937.00		224. ALBEMARLE CORPORATION PROPERTY TYPE: SECURITIES 7,540.00					10/14/2009 4,397.00	11/18/2010
1,293.00		36. ALEXANDER & BALDWIN INCORPORATED PROPERTY TYPE: SECURITIES 1,153.00					10/13/2009 140.00	11/18/2010
2,115.00		50. ALEXANDER & BALDWIN INCORPORATED PROPERTY TYPE: SECURITIES 1,602.00					10/13/2009 513.00	03/08/2011
428.00		6. ALLERGAN INCORPORATED PROPERTY TYPE: SECURITIES 340.00					10/13/2009 88.00	03/08/2011
1.00		.0931 ALPINE GLOBAL PREMIER PPTYS PROPERTY TYPE: SECURITIES 1.00					01/28/2011	02/17/2011
6,128.00		248. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 4,488.00					10/13/2009 1,640.00	11/18/2010
2,859.00		112. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 2,027.00					10/13/2009 832.00	03/08/2011
7,430.00		44. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 4,149.00					10/13/2009 3,281.00	03/08/2011
5,841.00		134. APOLLO GROUP INCORPORATED CL A PROPERTY TYPE: SECURITIES 9,914.00					10/14/2009 -4,073.00	03/08/2011

**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)	
9,271.00		26. APPLE COMPUTER INCORPORATED PROPERTY TYPE: SECURITIES 4,958.00					10/13/2009 4,313.00	03/08/2011
7,385.00		162. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 6,238.00					10/14/2009 1,147.00	03/08/2011
4,814.00		56. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES 3,673.00					10/13/2009 1,141.00	03/08/2011
158.00		6. BRISTOL MYERS SQUIBB COMPANY PROPERTY TYPE: SECURITIES 98.00					06/06/1995 60.00	03/08/2011
11,382.00		148. BRITISH AMERN TOBACCO PLC SPONS ADR PROPERTY TYPE: SECURITIES 9,300.00					10/14/2009 2,082.00	11/18/2010
762.00		12. BROWN-FORMAN CORP CL B PROPERTY TYPE: SECURITIES 592.00					10/13/2009 170.00	11/18/2010
722.00		10. BROWN-FORMAN CORP CL B PROPERTY TYPE: SECURITIES 493.00					10/13/2009 229.00	03/08/2011
5,469.00		18. CME GROUP INC PROPERTY TYPE: SECURITIES 5,507.00					10/14/2009 -38.00	03/08/2011
10,011.00		300. CVS CORPORATION PROPERTY TYPE: SECURITIES 11,107.00					10/14/2009 -1,096.00	03/08/2011
12,857.00		238. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 13,110.00					10/14/2009 -253.00	03/08/2011
3,477.00		34. CHEVRONTXACO CORPORATION PROPERTY TYPE: SECURITIES 2,502.00					10/13/2009 975.00	03/08/2011

**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)	
3,144.00		48. COCA COLA COMPANY PROPERTY TYPE: SECURITIES 2,257.00					06/06/1996	03/08/2011
							887.00	
21,560.00		280. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 11,023.00					10/13/2009	03/08/2011
							10,537.00	
494.00		8. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 407.00					10/13/2009	11/18/2010
							87.00	
3,274.00		42. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 2,139.00					10/13/2009	03/08/2011
							1,135.00	
1,116.00		72. DELL INC PROPERTY TYPE: SECURITIES 1,108.00					10/13/2009	03/08/2011
							8.00	
7,441.00		236. DOW CHEMICAL COMPANY PROPERTY TYPE: SECURITIES 5,818.00					10/14/2009	11/18/2010
							1,623.00	
2,288.00		126. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 1,970.00					10/13/2009	03/08/2011
							318.00	
6,507.00		244. E M C CORPORATION MASSACHUSETTS PROPERTY TYPE: SECURITIES 4,364.00					10/14/2009	03/08/2011
							2,143.00	
1,169.00		24. EXPEDITORS INTERNATIONAL WASHINGTON PROPERTY TYPE: SECURITIES 809.00					10/13/2009	03/08/2011
							360.00	
359.00		4. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 307.00					10/13/2009	03/08/2011
							52.00	
5.00		.6484 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 5.00					10/14/2009	07/23/2010

**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)	
453.00		50. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 370.00					10/14/2009	11/18/2010
							83.00	
2.00		2.38 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	05/15/2010
27.00		27.42 GNMA POOL #354677 7.500% 10/15/ PROPERTY TYPE: SECURITIES 27.00					11/09/1994	06/15/2010
2.00		2.04 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	07/15/2010
2.00		2.24 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	08/15/2010
2.00		2.07 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	09/15/2010
2.00		2.27 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	10/15/2010
3.00		2.56 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 3.00					11/09/1994	11/15/2010
2.00		2.32 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	12/15/2010
2.00		2.15 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	01/15/2011
2.00		2.15 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	02/15/2011

**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)	
2.00		2.39 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	03/15/2011
2.00		2.22 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	04/15/2011
13,762.00		336. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 15,309.00					10/14/2009	03/08/2011
8,704.00		54. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 8,224.00					10/14/2009	03/08/2011
29,136.00		3964.045 GOLDMAN SACHS HIGH YIELD FD-I#5 PROPERTY TYPE: SECURITIES 24,033.00					10/14/2009	11/11/2010
2,381.00		4. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 2,088.00					10/13/2009	03/08/2011
7,866.00		177.207 GUINNESS ATKINSON - CHINA & HK F PROPERTY TYPE: SECURITIES 5,566.00					10/05/2009	11/11/2010
21,219.00		351.189 HARBOR FUND INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 24,134.00					09/25/2007	11/11/2010
136,236.00		3817.191 HARBOR CAPITAL APPRECIATION FUN PROPERTY TYPE: SECURITIES 113,638.00					10/05/2009	11/11/2010
4,069.00		76. HERSHEY FOODS CORPORATION PROPERTY TYPE: SECURITIES 3,539.00					11/18/2010	03/08/2011
18,529.00		2316. ING CLARION GLOBAL R/E INCOME FD PROPERTY TYPE: SECURITIES 12,113.00					06/03/2009	03/08/2011

**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)	
103,100.00		6459.873 T ROWE PRICE INST L/C GROWTH PROPERTY TYPE: SECURITIES 82,493.00					10/05/2009	11/11/2010
							20,607.00	
2,165.00		125.744 T ROWE PRICE INST L/C GROWTH PROPERTY TYPE: SECURITIES 1,606.00					10/05/2009	03/08/2011
							559.00	
127.00		6. INTEL CORPORATION PROPERTY TYPE: SECURITIES 194.00					11/17/2003	03/08/2011
							-67.00	
3,467.00		24. INTERNATIONAL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 615.00					06/06/1996	11/18/2010
							2,852.00	
1,320.00		4. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 1,020.00					10/13/2009	03/08/2011
							300.00	
2,293.00		36. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 2,192.00					10/13/2009	11/18/2010
							101.00	
3,949.00		88. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 2,476.00					10/13/2009	03/08/2011
							1,473.00	
27.00		.4833 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 22.00					10/14/2009	05/21/2010
							5.00	
38.00		.6305 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 29.00					10/14/2009	08/24/2010
							9.00	
38.00		.5867 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 26.00					10/14/2009	11/17/2010
							12.00	
2,277.00		36. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 1,613.00					10/13/2009	11/18/2010
							664.00	

**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)	
60.00		.922 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 41.00				19.00	10/14/2009	02/23/2011
654.00		10. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 440.00				214.00	10/13/2009	03/08/2011
7,929.00		367.605 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 6,579.00				1,350.00	09/24/2008	11/11/2010
11,031.00		418. LOWES COMPANIES INCORPORATED PROPERTY TYPE: SECURITIES 8,909.00				2,122.00	10/14/2009	03/08/2011
4,622.00		308.565 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 6,480.00				-1,858.00	09/25/2007	11/11/2010
13,382.00		748.018 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 15,708.00				-2,326.00	09/25/2007	03/08/2011
12,880.00		949.132 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 8,434.00				4,446.00	11/15/1996	11/11/2010
16,073.00		1012.771 MTB MID CAP GRWTH-INST I-FD #40 PROPERTY TYPE: SECURITIES 8,999.00				7,074.00	11/15/1996	03/08/2011
65,120.00		6359.382 MTB INCOME FUND-INST I-FD #143 PROPERTY TYPE: SECURITIES 62,514.00				2,606.00	11/15/1996	11/11/2010
329.00		21.282 MAINSTAY EPOCH GLOBAL EQ YLD FD-I PROPERTY TYPE: SECURITIES 315.00				14.00	11/11/2010	03/08/2011
7,199.00		20. MARKEL CORPORATION PROPERTY TYPE: SECURITIES 6,837.00				362.00	10/14/2009	11/18/2010

**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)	
13,914.00		56. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 12,158.00					10/14/2009	03/08/2011
6,404.00		435.036 MASTERS SELECT INTERNATIONAL FD PROPERTY TYPE: SECURITIES 5,460.00					10/05/2009	11/11/2010
6,691.00		421.866 MASTERS SELECT INTERNATIONAL FD PROPERTY TYPE: SECURITIES 5,294.00					10/05/2009	03/08/2011
10,018.00		388. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 9,778.00					11/17/2003	03/08/2011
394.00		10.309 MORGAN STANLEY FOCUS GRWTH FD PROPERTY TYPE: SECURITIES 377.00					11/11/2010	03/08/2011
1,049.00		8. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 754.00					10/13/2009	03/08/2011
10,433.00		184. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 9,406.00					10/14/2009	11/18/2010
2,073.00		106. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 1,821.00					10/14/2002	03/08/2011
119.00		2. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 100.00					10/13/2009	11/18/2010
769.00		12. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 600.00					10/13/2009	03/08/2011
1,851.00		32. POTASH CORPORATION SASK INCORPORATED PROPERTY TYPE: SECURITIES 962.00					10/13/2009	03/08/2011

**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)	
4,674.00		82. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 3,414.00					10/13/2009	03/08/2011
						1,260.00		
1,977.00		22. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES 1,396.00					10/13/2009	03/08/2011
						581.00		
2,272.00		120. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 2,291.00					10/13/2009	03/08/2011
						-19.00		
5,368.00		488. SERVICE CORPORATION INTERNATIONAL PROPERTY TYPE: SECURITIES 3,566.00					10/13/2009	03/08/2011
						1,802.00		
206.00		4. TARGET CORPORATION PROPERTY TYPE: SECURITIES 200.00					10/13/2009	03/08/2011
						6.00		
13,826.00		280. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 14,317.00					10/14/2009	03/08/2011
						-491.00		
2,414.00		110. UDR INC REIT PROPERTY TYPE: SECURITIES 1,695.00					10/13/2009	11/18/2010
						719.00		
2,755.00		116. UDR INC REIT PROPERTY TYPE: SECURITIES 1,787.00					10/13/2009	03/08/2011
						968.00		
1,720.00		18. UNION PACIFIC CORPORATION PROPERTY TYPE: SECURITIES 1,066.00					10/13/2009	03/08/2011
						654.00		
1,236.00		34. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 903.00					04/14/1993	03/08/2011
						333.00		
417.00		8. WAL MART STORES INCORPORATED PROPERTY TYPE: SECURITIES 400.00					10/13/2009	03/08/2011
						17.00		

**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)	
2,596.00		80. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 1,984.00					10/15/2002 612.00	03/08/2011
1,501.00		4. WHITE MOUNTAINS INSURANCE GROUP INC PROPERTY TYPE: SECURITIES 1,302.00					10/13/2009 199.00	03/08/2011
TOTAL GAIN(LOSS)							----- 133,185. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	67,818.	67,704.
TOTAL	67,818.	67,704.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	1,237.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	19.	19.
FEDERAL TAXES PRIOR YEAR BALAN	1,615.	
FEDERAL ESTIMATES - PRINCIPAL	1,058.	
FOREIGN TAXES ON QUALIFIED FOR	1,224.	1,224.
FOREIGN TAXES ON NONQUALIFIED	43.	43.
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TOTALS	3,959.	1,286.
	=====	=====

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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
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GNMA 7.5% DUE 10/15/2023	C		404.	468.
COCA COLA	C		9,001.	11,873.
BRISTOL MYERS SQUIBB	C		5,113.	7,475.
MAINSTAY EPOCH GLOBAL EQUITY	C		29,382.	32,741.
PFIZER	C		13,727.	11,198.
ARTIO GLOBAL HIGH INCOME	C		31,088.	30,817.
ARM HOLDINGS	C		8,036.	8,809.
DOW CHEMICAL	C			
ALEXION	C		9,999.	9,687.
EXPRESS SCRIPTS	C		11,907.	12,369.
IBM	C		8,143.	14,670.
INTEL	C		12,273.	11,436.
OCCIDENTAL PETE	C		12,487.	13,943.
VERIZON	C		8,480.	10,994.
HARBOR INTL	C		324,113.	375,619.
THE HERSHEY CO	C		7,078.	8,772.
CREE RESEARCH	C		7,226.	5,948.
LSV VALUE EQUITY	C		93,217.	106,493.
WELLS FARGO	C		12,388.	12,867.
PRICELINE	C		12,049.	14,222.
MICROSOFT	C		13,968.	14,100.
MTB MID CAP	C		75,391.	118,949.
GOLDMAN SACH HIGH YIELD	C			
MTB INCOME	C		437,978.	440,680.
VISA INC	C		10,315.	10,937.
PERRIGO	C		12,312.	14,458.
CAMERON INTL	C		12,106.	10,439.
CITRIX SYSTEMS	C		12,686.	14,675.
NOVARTIS	C			

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

F5 NETWORKS	C	8,763.	7,906.
GUINNESS ATKINSON GLOBAL	C	30,613.	32,007.
LAZARD EMERGING MARKETS	C	74,874.	99,045.
MTB SMALL CAP GROWTH	C	92,701.	87,526.
CHIPOTLE MEXICAN GRILL	C	5,032.	5,336.
JOHNSON CONTROLS	C	10,704.	10,660.
MORGAN STANLEY FOCUS	C	38,229.	43,084.
T ROWE PRICE GROUP	C	29,640.	41,082.
STARWOOD HOTELS	C	10,200.	10,365.
RS GLOBAL NAT RES	C	85,176.	96,476.
RIDGEWORTH SEIX	C	116,964.	122,317.
DREYFUS INTL BOND FUND	C	90,208.	95,505.
MFS EMERGING MARKETS DEBT FUND	C	60,121.	61,986.
MTB SHORT TERM CORP	C	266,233.	268,647.
ALBEMARLE CORP	C	5,788.	10,865.
FREEPORT-MCMORAN COPPER & GOLD	C	6,058.	8,583.
MONSANTO	C	8,696.	7,893.
NEWMARKET	C	11,766.	19,907.
POTASH CORP	C	6,177.	11,389.
VULCAN MATERIAL	C	11,379.	11,029.
ALEX & BALDWIN	C	9,749.	15,810.
EXPEDITORS INTL	C	6,462.	10,311.
FEDEX	C	6,119.	7,462.
UNION PACIFIC	C	7,528.	12,830.
AMAZON	C	5,392.	10,965.
APOLLO GROUP	C	11,766.	14,123.
LOWES COMPANIES	C	9,583.	15,042.
SERVICE CORP	C	10,167.	9,918.
TARGET	C		

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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
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ALTRIA GROUP	C		5,810.	8,535.
BROWN-FORMAN	C		5,024.	7,330.
CVS/CAREMARK	C			
PHILIP MORRIS	C		5,515.	7,638.
WALMART	C		9,484.	10,336.
CHEVRON	C		10,171.	14,884.
CONOCOPHILLIPS	C		6,730.	10,413.
KINDER MORGAN MANAGEMENT LLC	C		7,048.	10,909.
SCHLUMBERGER	C		8,781.	12,206.
BERKSHIRE HATHAWAY	C		11,172.	13,661.
CME GROUP	C			
GOLDMAN SACHS GROUP	C			
MARKEL CORP	C			
SCHWAB CHARLES NEW COM	C		9,558.	9,082.
WHITE MOUNTAINS INS GROUP	C		9,034.	10,010.
ALLERGAN	C		10,160.	14,162.
ATHENAHEALTH	C			
CELGENE	C			
GILEAD SCIENCES	C			
INTUITIVE SURGICAL	C		7,132.	9,792.
JOHNSON & JOHNSON	C		10,569.	11,435.
TEVA PHARMACEUTICAL	C			
ACTIVISION BLIZZARD	C			
APPLE	C		11,862.	10,902.
COGNIZANT TECH	C		12,611.	23,109.
DELL	C		8,897.	18,570.
EMC CORP MASS	C		6,819.	7,023.
GOOGLE	C		5,341.	7,425.
JUNIPER NETWORKS	C		11,622.	11,970.
			9,075.	12,572.

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MASTERCARD	C		
QUALCOMM	C	11,754.	15,985.
DUKE ENERGY	C	11,007.	12,570.
BRITISH AMERICAN TOBACCO	C		
HATTERAS FINANCIAL	C	6,554.	6,591.
UDR INC REAL ESTATE	C	5,734.	9,631.
HARBOR CAPITAL APPRECIATION	C		
ALPINE GLOBAL	C	48,098.	65,629.
ING CLARION GLOBAL	C	22,159.	32,670.
GUINNESS ATKINSON CHINA	C	28,744.	34,767.
MASTERS SELECT INTL FUND	C	154,832.	204,058.
TOTALS		2,698,252.	3,096,573.

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

MD

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: M & T BANK
ATTN: DIANE RIMER
ADDRESS: ONE M AND T PLAZA 8TH FLOOR
BUFFALO, NY 14203

TELEPHONE NUMBER: (716)842-5506

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

=====

OFFICER NAME:

M AND T

ADDRESS:

ONE M AND T PLAZA 8TH FLOOR

BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 22,665.

TOTAL COMPENSATION: 22,665.

=====

RECIPIENT NAME:

FAHRNEY-KEEDY HOME
ATTN: RICHARD BOWMAN

ADDRESS:

8507 MAPLEVILLE ROAD
BOONSBORO, MD 21713-1884

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE FOR INDIGENT PATIENTS

FOUNDATION STATUS OF RECIPIENT:

MEDICAL

AMOUNT OF GRANT PAID 132,548.

TOTAL GRANTS PAID:

132,548.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

HENRY GRAFF T/CHAR

Employer identification number

52-6611473

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,429.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,040.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	5,469.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			8,064.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	119,648.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	4.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	127,716.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		5,469.
14	Net long-term gain or (loss):			
a	Total for year	14a		127,716.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		4.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		133,185.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 224. ALBEMARLE CORPORATION	10/14/2009	11/18/2010	11,937.00	7,540.00	4,397.00
36. ALEXANDER & BALDWIN INCORPORATED	10/13/2009	11/18/2010	1,293.00	1,153.00	140.00
50. ALEXANDER & BALDWIN INCORPORATED	10/13/2009	03/08/2011	2,115.00	1,602.00	513.00
6. ALLERGAN INCORPORATED	10/13/2009	03/08/2011	428.00	340.00	88.00
248. ALTRIA GROUP INC	10/13/2009	11/18/2010	6,128.00	4,488.00	1,640.00
112. ALTRIA GROUP INC	10/13/2009	03/08/2011	2,859.00	2,027.00	832.00
44. AMAZON.COM INCORPORATED	10/13/2009	03/08/2011	7,430.00	4,149.00	3,281.00
134. APOLLO GROUP INCORPORATED CL A	10/14/2009	03/08/2011	5,841.00	9,914.00	-4,073.00
26. APPLE COMPUTER INCORPORATED	10/13/2009	03/08/2011	9,271.00	4,958.00	4,313.00
162. ATHENAHEALTH INC	10/14/2009	03/08/2011	7,385.00	6,238.00	1,147.00
56. BERKSHIRE HATHAWAY INC DEL CL B	10/13/2009	03/08/2011	4,814.00	3,673.00	1,141.00
6. BRISTOL MYERS SQUIBB COMPANY	06/06/1995	03/08/2011	158.00	98.00	60.00
148. BRITISH AMERN TOBACCO PLC SPONS ADR	10/14/2009	11/18/2010	11,382.00	9,300.00	2,082.00
12. BROWN-FORMAN CORP CL B	10/13/2009	11/18/2010	762.00	592.00	170.00
10. BROWN-FORMAN CORP CL B	10/13/2009	03/08/2011	722.00	493.00	229.00
18. CME GROUP INC	10/14/2009	03/08/2011	5,469.00	5,507.00	-38.00
300. CVS CORPORATION	10/14/2009	03/08/2011	10,011.00	11,107.00	-1,096.00
238. CELGENE CORPORATION	10/14/2009	03/08/2011	12,857.00	13,110.00	-253.00
34. CHEVRONTEXACO CORPORATION	10/13/2009	03/08/2011	3,477.00	2,502.00	975.00
48. COCA COLA COMPANY	06/06/1996	03/08/2011	3,144.00	2,257.00	887.00
280. COGNIZANT TECH SOL CORP	10/13/2009	03/08/2011	21,560.00	11,023.00	10,537.00
8. CONOCOPHILLIPS	10/13/2009	11/18/2010	494.00	407.00	87.00
42. CONOCOPHILLIPS	10/13/2009	03/08/2011	3,274.00	2,139.00	1,135.00
72. DELL INC	10/13/2009	03/08/2011	1,116.00	1,108.00	8.00
236. DOW CHEMICAL COMPANY	10/14/2009	11/18/2010	7,441.00	5,818.00	1,623.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 126. DUKE ENERGY CORP	10/13/2009	03/08/2011	2,288.00	1,970.00	318.00
244. E M C CORPORATION MASSACHUSETTS	10/14/2009	03/08/2011	6,507.00	4,364.00	2,143.00
24. EXPEDITORS INTERNATION AL WASHINGTON	10/13/2009	03/08/2011	1,169.00	809.00	360.00
4. FEDEX CORPORATION	10/13/2009	03/08/2011	359.00	307.00	52.00
50. FRONTIER COMMUNICATION S CORP	10/14/2009	11/18/2010	453.00	370.00	83.00
2.38 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	05/15/2010	2.00	2.00	
27.42 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	06/15/2010	27.00	27.00	
2.04 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	07/15/2010	2.00	2.00	
2.24 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	08/15/2010	2.00	2.00	
2.07 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	09/15/2010	2.00	2.00	
2.27 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	10/15/2010	2.00	2.00	
2.56 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	11/15/2010	3.00	3.00	
2.32 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	12/15/2010	2.00	2.00	
2.15 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	01/15/2011	2.00	2.00	
2.15 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	02/15/2011	2.00	2.00	
2.39 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	03/15/2011	2.00	2.00	
2.22 GNMA POOL #354677 7.500% 10/15/23	11/09/1994	04/15/2011	2.00	2.00	
336. GILEAD SCIENCES INCORPORATED	10/14/2009	03/08/2011	13,762.00	15,309.00	-1,547.00
54. GOLDMAN SACHS GROUP INCORPORATED	10/14/2009	03/08/2011	8,704.00	8,224.00	480.00
3964.045 GOLDMAN SACHS HIGH YIELD FD-I#527	10/14/2009	11/11/2010	29,136.00	24,033.00	5,103.00
4. GOOGLE INC CL A	10/13/2009	03/08/2011	2,381.00	2,088.00	293.00
177.207 GUINNESS ATKINSON - CHINA & HK FD	10/05/2009	11/11/2010	7,866.00	5,566.00	2,300.00
351.189 HARBOR FUND INTERNATIONAL FUND OPEN	09/25/2007	11/11/2010	21,219.00	24,134.00	-2,915.00
3817.191 HARBOR CAPITAL APPRECIATION FUND #12	10/05/2009	11/11/2010	136,236.00	113,638.00	22,598.00
2316. ING CLARION GLOBAL R/E INCOME FD	06/03/2009	03/08/2011	18,529.00	12,113.00	6,416.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6459.873 T ROWE PRICE INST L/C GROWTH	10/05/2009	11/11/2010	103,100.00	82,493.00	20,607.00
125.744 T ROWE PRICE INST L/C GROWTH	10/05/2009	03/08/2011	2,165.00	1,606.00	559.00
6. INTEL CORPORATION	11/17/2003	03/08/2011	127.00	194.00	-67.00
24. INTERNATIONAL BUSINESS MACHINES CORP	06/06/1996	11/18/2010	3,467.00	615.00	2,852.00
4. INTUITIVE SURGICAL INC	10/13/2009	03/08/2011	1,320.00	1,020.00	300.00
36. JOHNSON & JOHNSON	10/13/2009	11/18/2010	2,293.00	2,192.00	101.00
88. JUNIPER NETWORKS INCORPORATED	10/13/2009	03/08/2011	3,949.00	2,476.00	1,473.00
.5867 KINDER MORGAN MANAGEMENT LLC	10/14/2009	11/17/2010	38.00	26.00	12.00
36. KINDER MORGAN MANAGEMENT LLC	10/13/2009	11/18/2010	2,277.00	1,613.00	664.00
.922 KINDER MORGAN MANAGEMENT LLC	10/14/2009	02/23/2011	60.00	41.00	19.00
10. KINDER MORGAN MANAGEMENT LLC	10/13/2009	03/08/2011	654.00	440.00	214.00
367.605 LAZARD EMERGING MARKETS PORTFOLIO-IN	09/24/2008	11/11/2010	7,929.00	6,579.00	1,350.00
418. LOWES COMPANIES INCORPORATED	10/14/2009	03/08/2011	11,031.00	8,909.00	2,122.00
308.565 MTB SM CAP GRWTH-INST I-FD #555	09/25/2007	11/11/2010	4,622.00	6,480.00	-1,858.00
748.018 MTB SM CAP GRWTH-INST I-FD #555	09/25/2007	03/08/2011	13,382.00	15,708.00	-2,326.00
949.132 MTB MID CAP GRWTH-INST I-FD #401	11/15/1996	11/11/2010	12,880.00	8,434.00	4,446.00
1012.771 MTB MID CAP GRWTH-INST I-FD #401	11/15/1996	03/08/2011	16,073.00	8,999.00	7,074.00
6359.382 MTB INCOME FUND-INST I-FD #143	11/15/1996	11/11/2010	65,120.00	62,514.00	2,606.00
20. MARKEL CORPORATION	10/14/2009	11/18/2010	7,199.00	6,837.00	362.00
56. MASTERCARD INC CL A	10/14/2009	03/08/2011	13,914.00	12,158.00	1,756.00
435.036 MASTERS SELECT INTERNATIONAL FD #306	10/05/2009	11/11/2010	6,404.00	5,460.00	944.00
421.866 MASTERS SELECT INTERNATIONAL FD #306	10/05/2009	03/08/2011	6,691.00	5,294.00	1,397.00
388. MICROSOFT CORPORATION	11/17/2003	03/08/2011	10,018.00	9,778.00	240.00
8. NEWMARKET CORPORATION	10/13/2009	03/08/2011	1,049.00	754.00	295.00
184. NOVARTIS AG SPONSORED ADR	10/14/2009	11/18/2010	10,433.00	9,406.00	1,027.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INC FD - I	2.00
ARTIO GLOBAL HIGH INC FD - I	459.00
DREYFUS INTL BOND FD -I	2,040.00
MFS EMERGING MARKETS DEBT FD-CL I	1,073.00
MTB INCOME FUND-INST I-FD #143	855.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

4,429.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INC FD - I	312.00
DREYFUS INTL BOND FD -I	871.00
GUINNESS ATKINSON - CHINA & HK FD	1,018.00
HATTERAS FINANCIAL CORP	27.00
MFS EMERGING MARKETS DEBT FD-CL I	129.00
MTB SH TERM CORP BD-INST I-#518	371.00
MTB INCOME FUND-INST I-FD #143	5,331.00
UDR INC REIT	5.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

8,064.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

8,064.00
=====