



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation GRIGG-LEWIS FOUNDATION, INC.		A Employer identification number 16-1550858
Number and street (or P.O. box number if mail is not delivered to street address) 76 WEST AVENUE	Room/suite	B Telephone number 716-478-0002
City or town, state, and ZIP code LOCKPORT, NY 14094		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,958,604.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		122,451.		N/A	
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		1,444,124.	1,444,124.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		543,545.			
b Gross sales price for all assets on line 6a	8,298,122.				
7 Capital gain net income (from Part IV, line 2)			543,545.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		34,575.	33,183.		STATEMENT 2
12 Total. Add lines 1 through 11		2,144,695.	2,020,852.		
13 Compensation of officers, directors, trustees, etc.		132,000.	52,800.		79,200.
14 Other employee salaries and wages		32,555.	8,139.		24,416.
15 Pension plans, employee benefits		7,073.	1,768.		5,305.
16a Legal fees					
b Accounting fees	STMT 3	16,350.	5,722.		10,628.
c Other professional fees	STMT 4	188,853.	184,790.		4,063.
17 Interest					
18 Taxes	STMT 5	43,219.	2,133.		5,804.
19 Depreciation and depletion		1,397.	0.		
20 Occupancy		13,944.	0.		13,944.
21 Travel, conferences, and meetings		5,108.	0.		5,108.
22 Printing and publications					
23 Other expenses	STMT 6	28,431.	2,434.		25,997.
24 Total operating and administrative expenses. Add lines 13 through 23		468,930.	257,786.		174,465.
25 Contributions, gifts, grants paid		1,791,719.			1,791,719.
26 Total expenses and disbursements. Add lines 24 and 25		2,260,649.	257,786.		1,966,184.
27 Subtract line 26 from line 12		<115,954.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,763,066.		
c Adjusted net income (if negative, enter -0-)				N/A	

17 G/LB

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,600.	21,388.	21,388.
	2 Savings and temporary cash investments	1,161,819.	2,421,192.	2,421,192.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 350,000.			
	Less allowance for doubtful accounts ▶ 0.	354,770.	350,000.	350,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	19,063.	24,340.	24,340.
	10a Investments - U S and state government obligations STMT 7	9,307,346.	8,882,972.	8,882,972.
	b Investments - corporate stock STMT 8	22,810,987.	20,775,631.	20,775,631.
	c Investments - corporate bonds STMT 9	7,739,034.	7,996,059.	7,996,059.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	466,782.	483,357.	483,357.	
14 Land, buildings, and equipment basis ▶ 8,402.				
Less accumulated depreciation STMT 11 ▶ 4,737.	4,073.	3,665.	3,665.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	41,874,474.	40,958,604.	40,958,604.	
Liabilities	17 Accounts payable and accrued expenses	4,688.	10,132.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	4,688.	10,132.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	41,869,786.	40,948,472.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	41,869,786.	40,948,472.		
31 Total liabilities and net assets/fund balances	41,874,474.	40,958,604.		

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	41,869,786.
2 Enter amount from Part I, line 27a	2	<115,954.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	41,753,832.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	805,360.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,948,472.

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 PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 8,247,285.		7,754,577.	492,708.
b 50,837.			50,837.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			492,708.
b			50,837.
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	543,545.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,759,084.	38,660,563.	.045501
2009	1,949,980.	35,220,469.	.055365
2008	2,542,198.	41,613,128.	.061091
2007	1,989,754.	47,942,588.	.041503
2006	2,497,542.	44,868,878.	.055663

2 Total of line 1, column (d)	2	.259123
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	.051825
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,824,164.
5 Multiply line 4 by line 3	5	2,115,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,631.
7 Add lines 5 and 6	7	2,133,343.
8 Enter qualifying distributions from Part XII, line 4	8	1,967,173.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	35,261.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	35,261.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	35,261.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 28,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 7,500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	35,500.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	239.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 239. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address ► WWW.GRIGGLEWIS.ORG

14 The books are in care of ► WILLIAM B. MAY Telephone no ► 716-478-0002
 Located at ► 76 WEST AVENUE, LOCKPORT, NY ZIP+4 ► 14094

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	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 2011?	4b	X

Form 990-PF (2011)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		133,139.	0.	0.

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

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

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

0

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HARTFORD FINANCIAL MANAGEMENT 40 PRATT STREET, HARTFORD, CT	INVESTMENT MANAGEMENT	133,945.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,076,520.
b	Average of monthly cash balances	1b	1,006,187.
c	Fair market value of all other assets	1c	363,145.
d	Total (add lines 1a, b, and c)	1d	41,445,852.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	41,445,852.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	621,688.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,824,164.
6	Minimum investment return. Enter 5% of line 5	6	2,041,208.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,041,208.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	35,261.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	35,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,005,947.
4	Recoveries of amounts treated as qualifying distributions	4	4,770.
5	Add lines 3 and 4	5	2,010,717.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,010,717.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,966,184.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	989.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,967,173.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,967,173.

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

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,010,717.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			319,623.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,967,173.				
a Applied to 2010, but not more than line 2a			319,623.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,647,550.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				363,167.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly
for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

(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 instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 13

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B				1,791,719.
Total			3a	1,791,719.
b Approved for future payment				
YMCA OF LOCKPORT 19 EAST AVENUE LOCKPORT, NY 14094		501C3	HUMAN SERVICE	500,000.
NIAGARA COUNTY HISTORICAL SOCIETY INC. 215 NIAGARA STREET LOCKPORT, NY 14094		501C3	HISTORY TOURISM	15,000.
CITY OF LOCKPORT 1 LOCKS PLAZA LOCKPORT, NY 14094		501C3	HISTORY TOURISM	100,000.
Total			3b	SEE CONTINUATION SHEET(S) 1,679,285.

Form 990-PF (2011)

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr) ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>[Signature]</i>		Date <i>8-13-12</i>	Title <i>Exp Dir</i>	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>[Signature]</i>	Date <i>8/11/12</i>	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN P. SCHIAVONE				P00040031
	Firm's name ▶ LUMSDEN & MCCORMICK, LLP			Firm's EIN ▶ 16-0765486	
	Firm's address ▶ 403 MAIN ST. SUITE 430 BUFFALO, NY 14203			Phone no (716) 856-3300	

Form **990-PF** (2011)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

GRIGG-LEWIS FOUNDATION, INC.

Employer identification number

16-1550858

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

Employer identification number

GRIGG-LEWIS FOUNDATION, INC.

16-1550858

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HENRIETTA G. LEWIS 76 WEST AVE LOCKPORT, NY 14094	\$ 119,167.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GRIGG-LEWIS FOUNDATION, INC.

16-1550858

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

GRIGG-LEWIS FOUNDATION, INC.**16-1550858****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
LOCKPORT MAIN STREET, INC. 1 EAST MAIN STREET LOCKPORT, NY 14094		501C3	COMMUNITY SERVICE	105,000.
FELLOWSHIP HOUSE, INC. 625 BUFFALO AVENUE NIAGARA FALLS, NY 14302		501C3	HUMAN SERVICE	34,785.
NIAGARA UNIVERSITY ACADEMIC COMPLEX ROOM 221 NIAGARA UNIVERSITY, NY 14109		501C3	EDUCATION	100,000.
THE SALVATION ARMY 50 COTTAGE STREET LOCKPORT, NY 14094		501C3	HUMAN SERVICE	250,000.
NCCC FOUNDATION, INC. 3111 SAUNDERS SETTLEMENT ROAD LOCKPORT, NY 14094		501C3	EDUCATION	400,000.
FAMILY & CHILDREN'S SERVICES OF NIAGARA, INC. 1522 MAIN ST NIAGARA FALLS, NY 14302		501C3	HUMAN SERVICE	50,000.
THE DALE ASSOCIATION 315 BEWLEY BLDG. LOCKPORT, NY 14094		501C3	ELDERLY	40,000.
CHILD & FAMILY SERVICES OF ERIE COUNTY 330 DELAWARE AVENUE BUFFALO, NY 14202		501C3	HUMAN SERVICE	43,500.
PALACE THEATER 2 EAST AVENUE LOCKPORT, NY 14094		501C3	ARTS	20,000.
LOCKPORT ICE ARENA & SPORTS CENTER, INC. 172 EAST AVENUE LOCKPORT, NY 14094		501C3	COMMUNITY SERVICE	21,000.
Total from continuation sheets				1,064,285.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	COMPUTER	06/24/08	SL	3.00		16	1,490.				1,490.	1,242.		248.	1,490.
22	COMPUTER	03/18/08	SL	3.00		16	1,099.				1,099.	916.		183.	1,099.
23	COMPUTER UPGRADES	10/09/08	SL	5.00		16	1,955.				1,955.	978.		391.	1,369.
24	CONFERENCE ROOM FURNISHINGS	12/03/10	SL	7.00		16	2,869.				2,869.	204.		410.	614.
25	LAPTOP	11/23/11	SL	3.00		16	989.				989.			165.	165.
	* TOTAL 990-PF PG 1 DEPR						8,402.				8,402.	3,340.		1,397.	4,737.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAINS DIVIDENDS	50,837.	50,837.	0.
INTEREST AND DIVIDENDS FROM INVESTMENTS	1,430,124.	0.	1,430,124.
LOAN INTEREST	14,000.	0.	14,000.
TOTAL TO FM 990-PF, PART I, LN 4	1,494,961.	50,837.	1,444,124.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NA REALTY FUND I LLC	34,575.	33,183.	
TOTAL TO FORM 990-PF, PART I, LINE 11	34,575.	33,183.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,350.	5,722.		10,628.
TO FORM 990-PF, PG 1, LN 16B	16,350.	5,722.		10,628.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	184,790.	184,790.		0.
CONSULTANT FEES	4,063.	0.		4,063.
TO FORM 990-PF, PG 1, LN 16C	188,853.	184,790.		4,063.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	8,532.	2,133.		5,054.	
NYS FILING FEE	750.	0.		750.	
FEDERAL EXCISE TAX	33,937.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	43,219.	2,133.		5,804.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	3,421.	0.		3,421.	
INSURANCE	3,910.	0.		3,910.	
EQUIPMENT RENTAL	715.	0.		715.	
DIRECT PAYMENTS	12,740.	0.		12,740.	
TELEPHONE	2,537.	0.		2,537.	
DUES AND SUBSCRIPTIONS	4,868.	2,434.		2,434.	
POSTAGE AND DELIVERY	240.	0.		240.	
TO FORM 990-PF, PG 1, LN 23	28,431.	2,434.		25,997.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVERNMENT OBLIGATIONS -SEE ATTACHMENT A	X		8,882,972.	8,882,972.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,882,972.	8,882,972.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,882,972.	8,882,972.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A	20,775,631.	20,775,631.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,775,631.	20,775,631.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	7,996,059.	7,996,059.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,996,059.	7,996,059.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	FMV	114,657.	114,657.
REAL ESTATE LLC	FMV	368,700.	368,700.
TOTAL TO FORM 990-PF, PART II, LINE 13		483,357.	483,357.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,490.	1,490.	0.
COMPUTER	1,099.	1,099.	0.
COMPUTER UPGRADES	1,955.	1,369.	586.
CONFERENCE ROOM FURNISHINGS	2,869.	614.	2,255.
LAPTOP	989.	165.	824.
TOTAL TO FM 990-PF, PART II, LN 14	8,402.	4,737.	3,665.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NORMAN W. SINCLAIR 76 WEST AVENUE LOCKPORT, NY 14094	PRESIDENT 2.00	0.	0.	0.
WILLIAM B. MAY 76 WEST AVENUE LOCKPORT, NY 14094	SECRETARY/EXEC DIRECTOR 35.00	82,600.	0.	0.
CHRISTA CALDWELL 76 WEST AVENUE LOCKPORT, NY 14094	PRESIDENT 2.00	10,135.	0.	0.
R. THOMAS WEEKS 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,040.	0.	0.
DAN L. WILSON 76 WEST AVENUE LOCKPORT, NY 14094	TREASURER 2.00	10,364.	0.	0.
MARY F. MURPHY 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,000.	0.	0.
BRIAN COSTELLO 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		133,139.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 13
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRIS SMITH
76 WEST STREET
LOCKPORT, NY 14094

TELEPHONE NUMBER

716-478-0002

FORM AND CONTENT OF APPLICATIONS

APPLICATION AVAILABLE ONLINE. APPLICATION CAN BE SUBMITTED ELECTRONICALLY
OR BY MAIL.

ANY SUBMISSION DEADLINES

5/30/12, 9/4/12, 11/12/12

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING PRIORITY IS TO ORGANIZATIONS LOCATED IN THE NIAGARA COUNTY AREA.

ATTACHMENT

A

FIXED INCOME

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
GNMA, FNMA, FHLMC Pools			
Government Agency Bonds/Notes	\$845,548.41	11.53%	\$40,965
Non-US Corporate Bonds	\$928,602.80	12.66%	\$33,059
Taxable Fixed Income Funds	\$269,490.10	3.67%	\$16,125
U.S. Corporate Bonds & Notes	\$1,518,846.64	20.71%	\$64,947
U.S. Treasury Bonds and Notes	\$1,068,272.42	14.56%	\$61,059
	\$502,667.51	6.85%	\$11,957
Total	\$5,133,427.88	69.98%	\$228,112

Holdings*

(Description sorted by Maturity)

	Par Value	Cost	Price/*** Unit	Total Market Value**	Estimated Annual Income	Current Yield
GNMA, FNMA, FHLMC Pools						
FEDL NATL MTGE ASSN POOL #AA4537 15 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2009 4.500% 04/01/2024 NON CALLABLE (CUSIP #:31416NBF8)Moody Rating:N/A	46,698.68	47,661.83	106.64	49,974.59	2,101	4.22%
FEDL NATL MTGE ASSN POOL #917049 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2007 5.000% 05/01/2037 NON CALLABLE (CUSIP #:31411WZN0)Moody Rating:N/A	25,591.38	26,023.26	108.10	27,770.91	1,280	4.63%

* 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

Holdings*
(Description sorted by Maturity)

Holdings*	Par Value	Cost	Price*** Unit	Total Market Value**	Estimated Annual Income	Current Yield
GOVT NATL MTGE ASSN POOL #669081 30 YR GTD SINGLE FAMILY MORTGAGE DTD 06/01/2007 5.500% 06/15/2037 NON CALLABLE (CUSIP #:36295FJ21)Moody Rating:N/A	84,929.00	87,928.04	112.36	95,815.48	4,671	4.89%
FEDL NATL MTGE ASSN POOL #956420 30 YR GTD SINGLE FAMILY MORTGAGE DTD 11/01/2007 6.000% 12/01/2037 NON CALLABLE (CUSIP #:31413VAV9)Moody Rating:N/A	43,075.51	45,114.87	110.22	47,693.21	2,585	5.44%
FEDL NATL MTGE ASSN POOL #889260 30 YR GTD SINGLE FAMILY MORTGAGE DTD 03/01/2008 5.000% 04/01/2038 NON CALLABLE (CUSIP #:31410G5V1)Moody Rating:N/A	130,577.44	132,780.93	108.10	141,698.28	6,529	4.63%
FEDL NATL MTGE ASSN POOL #995196 30 YR GTD SINGLE FAMILY MORTGAGE DTD 12/01/2008 6.000% 07/01/2038 NON CALLABLE (CUSIP #:31416BRR1)Moody Rating:N/A	162,173.08	176,768.67	110.32	179,720.21	9,730	5.44%
FEDL NATL MTGE ASSN POOL #988714 30 YR GTD SINGLE FAMILY MORTGAGE DTD 10/01/2008 6.000% 10/01/2038 NON CALLABLE (CUSIP #:31415TK33)Moody Rating:N/A	95,712.84	100,244.26	110.19	105,944.54	5,743	5.44%
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #A9870-30 YR GTD MTGE DTD 11/01/2009 4.500% 11/01/2039 NON CALLABLE (CUSIP #:3129366F9)Moody Rating:N/A	185,024.84	195,374.67	106.06	196,931.19	8,326	4.24%

* All values reported in U.S. dollars

** Includes Accrued Income

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



A division of HSBC Bank USA, N.A.

GRIGG-LEWIS FOUNDATION, INC
EIN. 16-1550858
ATTACHMENT A

CUSTODY STATEMENT
GRIGG LEWIS FDN INC - MANNING
December 1, 2011 - December 31, 2011
Account Number: 12-629690

FIXED INCOME

Holdings*
(Description sorted by Maturity)

Government Agency Bonds/Notes

Holdings*	Par Value	Cost	Price** Unit	Total Market Value**	Estimated Annual Income	Current Yield
PNC FUNDING CORP DTD 12/22/2008 2.300% 06/22/2012 NON CALLABLE FDIC (CUSIP #69351CAC7)Moody Rating:AAA	21,000.00	21,461.58	101.00	21,222.08	483	2.28%
FEDERAL HOME LOAN MORTGAGE CORP DTD 08/20/2010 0.875% 10/28/2013 NON CALLABLE (CUSIP #3137EACL1)Moody Rating:AAA	165,000.00	166,560.90	100.78	166,539.66	1,444	0.87%
FEDERAL NATL MTG ASSN BENCHMARK NOTES DTD 3/25/04 4.125% 4/15/14 NON CALLABLE (CUSIP #31359MUT8)Moody Rating:AAA	100,000.00	106,373.00	108.21	109,080.83	4,125	3.81%
FEDERAL FARM CREDIT BANK NON CALLABLE (CUSIP #31331V2U9)Moody Rating:AAA	295,000.00	322,553.00	118.16	353,863.56	15,119	4.34%
FEDERAL NATIONAL MORTGAGE ASSN DTD 04/16/2007 5.000% 05/11/2017 NON CALLABLE (CUSIP #31359M7X5)Moody Rating:AAA	145,000.00	157,575.85	118.70	173,121.94	7,250	4.21%
FEDERAL NATIONAL MORTGAGE ASSN DTD 05/25/1999 6.250% 05/15/2029 NON CALLABLE (CUSIP #31359MEU3)Moody Rating:AAA	14,000.00	19,026.00	140.79	19,822.41	875	4.44%
FEDERAL NATIONAL MORTGAGE ASSN DTD 05/05/2000 7.250% 05/15/2030 NON CALLABLE (CUSIP #31359MFP3)Moody Rating:AAA	14,000.00	21,067.34	156.17	21,993.49	1,015	4.64%

* All values reported in U.S. dollars

** Includes Accrued Income

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

FIXED INCOME

Holdings*
(Description sorted by Maturity)

Holdings*	Par Value	Cost	Price*** Unit	Total Market Value**	Estimated Annual Income	Current Yield
FEDERAL NATL MTG ASSN DTD 11/03/2000 6.625% 11/15/2030 (CUSIP #:31359MGK3)Moody Rating:AAA	14,000.00	19,822.46	148.12	20,855.31	928	4.47%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/25/2000 6.750% 03/15/2031 (CUSIP #:31344AA2)Moody Rating:AAA	14,000.00	20,162.24	150.33	21,324.45	945	4.49%
FEDERAL HOME LOAN MORTGAGE CORP DTD 02/20/2002 6.250% 07/15/2032 (CUSIP #:31344KX1)Moody Rating:AAA	14,000.00	19,338.62	145.54	20,779.07	875	4.29%

Non-US Corporate Bonds

WEATHERFORD INTL LTD DTD 01/08/2009 9.625% 03/01/2019 NON CALLABLE (CUSIP #:947075AF4)Moody Rating:BAA2	75,000.00	91,348.50	129.33	99,403.75	7,219	7.44%
BHP BILLITON FIN USA LTD DTD 03/25/2009 6.500% 04/01/2019 NON CALLABLE (CUSIP #:055451AH1)Moody Rating:A1	75,000.00	83,964.75	123.56	93,888.75	4,875	5.26%
NOKIA CORP DTD 05/07/2009 5.375% 05/15/2019 NON CALLABLE (CUSIP #:654902AB1)Moody Rating:BAA2	75,000.00	76,689.00	100.91	76,197.60	4,031	5.33%

Taxable Fixed Income Funds

MANNING & NAPIER FUND CORE PLUS BOND SERIES #124 (CUSIP #:563821206)	128,354.39	1,267,156.11	10.67	1,369,541.34	64,947	4.74%
--	------------	--------------	-------	--------------	--------	-------

* All values reported in U.S. dollars

** Includes Accrued Income

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

3065.0087.16.04.00.0

FIXED INCOME

Holdings*
(Description sorted by Maturity)

	Par Value	Cost	Price*** Unit	Total Market Value**	Estimated Annual Income	Current Yield
MANNING & NAPIER FUND INC - HIGH YIELD BOND SERIES (CUSIP #:56382P583)	14,495.66	146,070.58	10.30	149,305.30	0	0.00%
U.S. Corporate Bonds & Notes						
CITIGROUP FUNDING INC DTD 08/06/2009 2.250% 12/10/2012 NON CALLABLE (CUSIP #:17313YAJ0)Moody Rating:AAA	50,000.00	50,898.00	101.86	50,995.63	1,125	2.21%
DUPONT EI NEMOUR DTD 12/12/2008 5.875% 01/15/2014 NON CALLABLE (CUSIP #:263534BV0)Moody Rating:A2	11,000.00	12,053.25	109.75	12,370.49	646	5.35%
KROGER CO. DTD 08/15/2007 6.400% 08/15/2017 NON CALLABLE (CUSIP #:501044CG4)Moody Rating:BAA2	75,000.00	80,705.25	118.93	91,010.83	4,800	5.38%
FEDEX CORP DTD 01/16/2009 8.000% 01/15/2019 NON CALLABLE (CUSIP #:31428XAR7)Moody Rating:BAA2	75,000.00	86,286.75	131.31	101,249.17	6,000	6.09%
UNION PACIFIC CORP DTD 10/07/2008 7.875% 01/15/2019 NON CALLABLE (CUSIP #:907818DB1)Moody Rating:BAA2	75,000.00	88,675.50	131.94	101,678.44	5,906	5.97%
CATERPILLAR FINANCIAL SVCS MEDIUM TERM NOTE DTD 02/12/2009 7.150% 02/15/2019 NON CALLABLE (CUSIP #:14912L4E8)Moody Rating:A2	75,000.00	83,664.75	128.08	98,085.83	5,363	5.58%

* 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

Holdings*
(Description sorted by Maturity)

	Par Value	Cost	Price/**** Unit	Total Market Value**	Estimated Annual Income	Current Yield
GOLDMAN SACHS GROUP INC DTD 02/05/2009 7.500% 02/15/2019 NON CALLABLE (CUSIP #:38141EA25)Moody Rating:A1	75,000.00	84,723.00	110.44	84,955.00	5,625	6.79%
JPMORGAN CHASE & CO DTD 04/23/2009 6.300% 04/23/2019 NON CALLABLE (CUSIP #:46625HHL7)Moody Rating:AA3	75,000.00	78,615.00	113.26	85,837.50	4,725	5.56%
AMERICAN EXPRESS CO DTD 05/18/2009 8.125% 05/20/2019 NON CALLABLE (CUSIP #:025816BB4)Moody Rating:A3	75,000.00	81,290.25	129.29	97,661.51	6,094	6.28%
CITIGROUP INC DTD 05/22/2009 8.500% 05/22/2019 NON CALLABLE (CUSIP #:172967EV9)Moody Rating:A3	75,000.00	78,425.25	117.71	88,973.13	6,375	7.22%
BANK OF AMERICA CORP DTD 06/02/2009 7.625% 06/01/2019 NON CALLABLE (CUSIP #:06051GDZ9)Moody Rating:BAA1	75,000.00	79,542.00	103.42	78,041.56	5,719	7.37%
DELL INC DTD 06/15/2009 5.875% 06/15/2019 NON CALLABLE (CUSIP #:24702RAJ0)Moody Rating:A2	75,000.00	77,011.50	117.43	88,268.33	4,406	5.00%
COMCAST CORP DTD 06/18/2009 5.700% 07/01/2019 NON CALLABLE (CUSIP #:20030NAZ4)Moody Rating:BAA1	75,000.00	77,636.25	116.01	89,145.00	4,275	4.91%

* 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

Holdings*
(Description sorted by Maturity)

U.S. Treasury Bonds and Notes

UNITED STATES TREASURY NOTES
DTD 05/31/2009 2.250% 05/31/2014
(CUSIP #:912828KV1)Moody Rating:AAA

UNITED STATES TREASURY NOTES
DTD 05/31/2009 3.250% 05/31/2016
(CUSIP #:912828KW9)Moody Rating:AAA

UNITED STATES TREASURY NOTES
DTD 05/15/2009 3.125% 05/15/2019
(CUSIP #:912828KQ2)Moody Rating:AAA

	Par Value	Cost	Price*** Unit	Total Market Value**	Estimated Annual Income	Current Yield
UNITED STATES TREASURY NOTES DTD 05/31/2009 2.250% 05/31/2014 (CUSIP #:912828KV1)Moody Rating:AAA	325,000.00	321,343.75	104.62	340,654.34	7,313	2.15%
UNITED STATES TREASURY NOTES DTD 05/31/2009 3.250% 05/31/2016 (CUSIP #:912828KW9)Moody Rating:AAA	90,000.00	90,337.50	110.96	100,119.74	2,925	2.93%
UNITED STATES TREASURY NOTES DTD 05/15/2009 3.125% 05/15/2019 (CUSIP #:912828KQ2)Moody Rating:AAA	55,000.00	52,593.75	112.13	61,893.43	1,719	2.79%
Total Fixed Income		\$4,774,868.21		\$5,133,427.88	\$228,112	4.47%

* 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
ADR's			
Global/Intl Equity Mutual Fds	\$48,059.50	0.66%	\$1,483
Non-U.S. Common Stocks	\$207,456.30	2.83%	\$4,082
Real Estate Investment Trusts	\$168,101.50	2.29%	\$3,359
U.S. Common Stocks	\$6,571.80	0.09%	\$130
U.S. Equity Mutual Funds	\$1,229,019.88	16.75%	\$15,907
Total	\$2,048,337.10	27.92%	\$24,961

Holdings* (Description sorted by type/alphabetical)

ADR's

	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
TOYOTA MOTOR CORP SPONSORED AMERICAN DEPOSITORY RECEIPT (Ticker Symbol:TM)	230.00	18,049.81	66.13	15,209.90	0.00	268	1.76%
UNILEVER PLC SPONSORED AMERICAN DEPOSITORY RECEIPT (Ticker Symbol:UL)	980.00	22,921.32	33.52	32,849.60	0.00	1,215	3.70%

Global/Intl Equity Mutual Fds

MANNING & NAPIER EMERGING MARKETS (Ticker Symbol:MNMEX)	3,022.93	30,228.04	9.84	29,745.63	0.00	0	0.00%
MANNING & NAPIER FUND INC INTERNATIONAL SERIES #113 (Ticker Symbol:EXITX)	13,689.39	123,318.58	7.60	104,039.36	0.00	2,491	2.39%

* All values reported in U.S. dollars

** Includes Accrued Income

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

3065.0087.16.06.00.0

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
MANNING & NAPIER FUND INC - INFLATION FOCUS EQUITY SERIES (Ticker Symbol:MNIFX)	2,986.00	29,591.26	9.95	29,710.70	0.00	0	0.00%
MANNING & NAPIER WORLD OPPORTUNITIES FUND FD#114 (Ticker Symbol:EXWAX)	6,630.56	45,682.54	6.63	43,960.61	0.00	1,591	3.62%

Non-U.S. Common Stocks

AMADEUS IT HOLDINGS (CUSIP #:B3MSM28)	820.00	14,837.76	16.27	13,341.40	0.00	259	1.94%
ANHEUSER-BUSCH INBEV NV (CUSIP #:4755317)	540.00	29,960.21	61.41	33,161.40	0.00	421	1.27%
NESTLE SA (CUSIP #:7123870)	560.00	17,582.02	57.75	32,340.00	0.00	1,108	3.43%
QIAGEN NV (Ticker Symbol:QGEN)	1,740.00	30,223.38	13.81	24,029.40	0.00	0	0.00%
SYNGENTA (CUSIP #:4356646)	50.00	16,711.60	294.09	14,704.50	0.00	374	2.54%
TELENOR ASA (CUSIP #:4732495)	1,880.00	30,419.07	16.44	30,907.20	0.00	1,197	3.87%
WEATHERFORD INTNTL LTD (Ticker Symbol:WFT)	1,340.00	20,794.52	14.64	19,617.60	0.00	0	0.00%

Real Estate Investment Trusts

DUPONT FABROS TECHNOLOGY INC REAL ESTATE INVESTMENT TRUST (Ticker Symbol:DFT)	270.00	6,155.14	24.22	6,571.80	0.00	130	1.98%
---	--------	----------	-------	----------	------	-----	-------

* All values reported in U.S. dollars

** Includes Accrued Income

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

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

U.S. Common Stocks

Holdings* (Description sorted by type/alphabetical)	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
AMAZON.COM INC (Ticker Symbol:AMZN)	110.00	21,390.96	173.10	19,041.00	0.00	0	0.00%
AMC NETWORKS-A (Ticker Symbol:AMCX)	520.00	20,337.05	37.58	19,541.60	0.00	0	0.00%
AMERICAN EXPRESS CO (Ticker Symbol:AXP)	400.00	6,402.84	47.17	18,868.00	0.00	288	1.53%
AUTODESK INC (Ticker Symbol:ADSK)	900.00	14,325.30	30.33	27,297.00	0.00	0	0.00%
BAKER HUGHES INC (Ticker Symbol:BHI)	520.00	15,152.70	48.64	25,292.80	0.00	312	1.23%
BANK OF NEW YORK MELLON CORP (Ticker Symbol:BK)	1,220.00	35,316.38	19.91	24,290.20	0.00	634	2.61%
BECTON DICKINSON (Ticker Symbol:BDX)	270.00	19,361.37	74.72	20,174.40	0.00	486	2.41%
BIOMED RLTY TR INC (Ticker Symbol:BMR)	340.00	5,842.25	18.08	6,125.20	0.00	272	4.42%
BOSTON SCIENTIFIC CORP (Ticker Symbol:BSX)	5,320.00	36,420.92	5.34	28,408.80	0.00	0	0.00%
CARNIVAL CORP (Ticker Symbol:CCL)	880.00	28,337.00	32.64	28,723.20	0.00	880	3.06%
CERNER CORP (Ticker Symbol:CERN)	920.00	46,907.97	61.25	56,350.00	0.00	0	0.00%
CHARLES SCHWAB CORP (Ticker Symbol:SCHW)	3,180.00	40,861.22	11.26	35,806.80	0.00	763	2.13%

* All values reported in U.S. dollars

** Includes Accrued Income

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

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

Holdings*	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
CISCO SYSTEMS INC (Ticker Symbol:CSCO)	2,995.00	56,470.65	18.08	54,149.60	0.00	719	1.33%
COCA COLA CO (Ticker Symbol:KO)	320.00	16,349.55	69.97	22,390.40	0.00	602	2.69%
CORNING INC (Ticker Symbol:GLW)	2,070.00	29,887.53	12.98	26,868.60	0.00	621	2.31%
CORPORATE OFFICE PROPERTIES TRUST (Ticker Symbol:OFC)	270.00	6,655.66	21.26	5,851.58	0.00	446	7.76%
DIGITAL REALTY TR INC (Ticker Symbol:DLR)	100.00	5,567.98	66.67	6,735.00	0.00	272	4.08%
DIRECTV-CL A (Ticker Symbol:DTV)	630.00	29,149.60	42.76	26,938.80	0.00	0	0.00%
DISCOVER FINL SVCS (Ticker Symbol:DFS)	990.00	23,619.69	24.00	23,859.00	0.00	396	1.67%
DISNEY WALT CO NEW (Ticker Symbol:DIS)	1,740.00	46,525.60	37.50	66,294.00	0.00	1,044	1.60%
ELECTRONIC ARTS INC (Ticker Symbol:EA)	1,210.00	20,166.59	20.60	24,926.00	0.00	0	0.00%
EMC CORP MASS (Ticker Symbol:EMC)	1,590.00	27,050.39	21.54	34,248.60	0.00	0	0.00%
FEDEX CORPORATION (Ticker Symbol:FDX)	230.00	18,313.99	83.51	19,237.20	0.00	120	0.62%
FLOWSERVE CORP (Ticker Symbol:FLS)	330.00	35,316.51	99.32	32,881.20	0.00	422	1.29%
GOOGLE INC-CL A (Ticker Symbol:GOOG)	100.00	43,437.53	645.90	64,590.00	0.00	0	0.00%

* All values reported in U.S. dollars

** Includes Accrued Income

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

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

Holdings* (Description sorted by type/alphabetical)	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
HESS CORPORATION (Ticker Symbol:HES)	800.00	43,923.98	56.80	45,520.00	0.00	320	0.70%
KRAFT FOODS INC CL A (Ticker Symbol:KFT)	840.00	24,512.04	37.36	31,626.00	0.00	974	3.10%
KROGER CO (Ticker Symbol:KR)	1,020.00	22,770.99	24.22	24,704.40	0.00	469	1.90%
LIBERTY GLOBAL INC CLASS A (Ticker Symbol:LBTYA)	370.00	12,322.11	41.03	15,181.10	0.00	0	0.00%
MASTERCARD INC-A (Ticker Symbol:MA)	70.00	14,158.19	372.82	26,097.40	0.00	42	0.16%
MONSANTO CO NEW (Ticker Symbol:MON)	810.00	46,139.43	70.07	56,756.70	0.00	972	1.71%
NEWS CORP INC-A (Ticker Symbol:NWS/A)	1,430.00	23,379.24	17.84	25,511.20	0.00	272	1.06%
NORFOLK SOUTHERN CORP (Ticker Symbol:NSC)	260.00	14,530.70	72.86	18,943.60	0.00	447	2.36%
QUALCOMM INC (Ticker Symbol:QCOM)	540.00	19,868.92	54.70	29,538.00	0.00	464	1.57%
SCHLUMBERGER LTD (Ticker Symbol:SLB)	370.00	24,410.48	68.31	25,367.20	0.00	370	1.46%
SOUTHWEST AIRLINES CO (Ticker Symbol:LUV)	3,400.00	23,351.23	8.56	29,119.30	0.00	61	0.21%
STATE STREET CORP (Ticker Symbol:STT)	730.00	34,407.70	40.31	29,557.70	0.00	526	1.79%
TIME WARNER INC (Ticker Symbol:TWX)	1,470.00	44,333.58	36.14	53,125.80	0.00	1,382	2.60%

* All values reported in U.S. dollars

** Includes Accrued Income

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

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
UNITED PARCEL SERVICE-CLASS B (Ticker Symbol:UPS)	430.00	27,034.98	73.19	31,471.70	0.00	894	2.84%
VIRGIN MEDIA INC (Ticker Symbol:VMED)	1,300.00	29,017.69	21.38	27,794.00	0.00	208	0.75%
VISA INC-CLASS A (Ticker Symbol:V)	260.00	19,206.95	101.53	26,397.80	0.00	229	0.87%
WATERS CORP (Ticker Symbol:WAT)	180.00	13,267.06	74.05	13,329.00	0.00	0	0.00%
U.S. Equity Mutual Funds							
MANNING & NAPIER FUND INC FINANCIAL SERVICES SERIES CL A #125 (Ticker Symbol:EXFSX)	11,459.93	70,388.83	5.28	60,508.43	0.00	0	0.00%
MANNING & NAPIER FUND INC - REAL ESTATE SERIES (Ticker Symbol:MNREX)	10,075.21	109,834.13	12.65	127,451.41	0.00	0	0.00%
MANNING & NAPIER FUND LIFE SCIENCES SERIES (Ticker Symbol:EXLSX)	6,908.53	77,936.11	10.95	75,648.40	0.00	0	0.00%
MANNING & NAPIER FUND, INC SMALL CAP SERIES FUND #111 (Ticker Symbol:MNSMX)	8,401.67	47,606.33	8.36	70,237.96	0.00	0	0.00%
MANNING & NAPIER FUND, INC. TECHNOLOGY SERIES #116 (Ticker Symbol:EXTCX)	5,351.59	45,790.12	10.33	55,281.92	0.00	0	0.00%
Total Equities		\$1,873,833.27		\$2,048,337	\$0.00	\$24,961	1.22%

* All values reported in U.S. dollars

** Includes Accrued Income

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

GRIGG-LEWIS FOUNDATION, INC.
EIN 16-1550858
ATTACHMENT A

Hartford Financial Management, Inc.
PORTFOLIO SUMMARY
Grigg-Lewis Foundation, Inc.
HFM - Managed
December 31, 2011

Security Type	Total Cost	Market Value	Pct. Assets	Yield	Est. Annual Income
Equity					
COMMON STOCK					
Industrials	1,567,318 36	2,248,496 00	8 1	2 0	45,168 00
Consumer	990,652 80	1,092,030 00	3 9	3 7	40,900 00
Discretionary					
Consumer Staples	1,291,277 80	1,871,010 00	6 7	2 3	43,890 00
Energy	1,025,498 18	1,911,600 00	6 9	2 7	51,200 00
Financial	1,826,267 28	1,688,190 00	6 1	4 7	78,700 00
Health Care	954,019 47	1,250,280 00	4 5	2 5	30,660 00
Materials	331,066 27	528,400 00	1 9	3 4	18,200 00
Technology	1,185,338 09	1,422,370 00	5 1	1 5	21,182 00
Utilities	707,262 54	1,059,336 14	3 8	4 2	44,285 96
Communication	678,888 01	1,031,726 44	3 7	5 2	54,016 77
COMMON STOCK	10,557,588 80	14,103,438 58	50 6	3 0	428,202 73
DOMESTIC STOCK FUNDS					
Mid-Cap Blend	1,346,420 31	1,738,043 03	6 2	0 3	5,011 42
INT'L STOCK FUNDS					
Foreign Large Cap Blend	2,010,686 80	1,795,129 60	6 4	2 0	35,754 32
	13,914,695 91	17,636,611 22	63 2	2 7	468,968 47
Fixed Income					
TAXABLE BOND FUNDS					
World Bond	507,770 78	461,173 12	1 7	4 4	20,067 16
Short-Term Bond	596,817 77	586,516 52	2 1	2 2	12,851 63
Ultrashort Bond	624,962 78	577,818 77	2 1	5 7	32,804 84
Multisector Bond	569,761 21	572,693 81	2 1	6 3	36,129 46
Preferred	423,905 31	416,110 00	1 5	7 4	30,699 98
TAXABLE BOND FUNDS	2,723,217 85	2,614,312 22	9 4	5 1	132,553 07
CORPORATE BONDS					
TREASURY NOTES	1,259,614 86	1,651,593 60	5 9	2 8	57,750 00
GNMA					
GNMA 30 Yr 7 00%	1,506 35	1,828 24	0 0	7 8	110 41
GNMA 30 Yr 8 00%	3,184 47	3,744 34	0 0	8 1	254 76
GNMA	4,690 82	5,572 58	0 0	8 0	365 17
FNMA					
FNMA 15 Yr 5 00%	69,758 50	75,678 99	0 3	5 1	3,503 25
FNMA 30 Yr 5 50%	286,425 97	319,080 82	1 1	5 8	16,067 24
FNMA 30 Yr 5 00%	807,013 80	879,857 98	3 2	5 1	40,556 72
FNMA	1,163,198 27	1,274,617 79	4 6	5 3	60,127 22
FHLMC					
FHLMC Gold 30 Yr	716,518 29	772,064 59	2 8	5 0	35,881 04
FHLMC Gold 30 Yr 7 00%	2,136 37	2,463 56	0 0	7 2	150 55
FHLMC Gold 30 Yr 5 00%	151,392 84	163,563 17	0 6	5 1	7,600 52
FHLMC	870,047 50	938,091 33	3 4	5 1	43,632 10
COLLATERALIZED MTGE OBLIGATIONS					
	878,823 33	938,076 38	3 4	5 9	50,970 37

GRIGG-LEWIS FOUNDATION, INC.
 EIN 16-1550858
 ATTACHMENT A

Hartford Financial Management, Inc.
PORTFOLIO SUMMARY
Grigg-Lewis Foundation, Inc.
HFM - Managed
December 31, 2011

Security Type	Total Cost	Market Value	Pct. Assets	Yield	Est. Annual Income
Accrued Interest		65,296 70	0 2		
	8,743,422 13	9,291,202 65	33 3	4 7	445,585 43
Cash					
CASH AND EQUIVALENTS					
Cash/Money Mkt Fds	967,911 20	967,911 20	3 5	0 0	192 33
	967,911 20	967,911 20	3 5	0 0	192 33
TOTAL PORTFOLIO	23,626,029.24	27,895,725.06	100.0	3.2	914,746.22
Less: Accrued Interest		65,297			
Less: Money Market		967,911			
Total Investments		26,862,517			
Fixed Income		8,809,796			
Common Stock		18,052,721			
Total		26,862,517			

Sauberan & Company, Ltd.
PORTFOLIO APPRAISAL
GRIGG LEWIS FOUNDATION
ATTN WILLIAM B MAY
916057052
December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
16,000.000	BANK OF AMERICA CORP COM	13.70	219,200	5.56	88,960	1.8	0.7
4,000.000	COSTCO WHOLESALE CORPORATION COM	46.67	186,680	83.32	333,280	6.8	1.2
8,240.000	HEWLETT PACKARD CO COM	11.64	95,914	25.76	212,262	4.3	1.9
1,546.000	MEDCO HEALTH SOLUTIONS INC COM	0.16	247	55.90	86,421	1.8	0.0
			502,041		720,924	14.6	1.2
CALLS SHORTS							
-160	BAC C JAN 5 '12	0.99	-15,870	0.64	-10,263	-0.2	?
-40	COST C APR 85	4.54	-18,160	2.78	-11,107	-0.2	?
-60	TLT C JUN 125	4.14	-24,833	4.16	-24,981	-0.5	?
			-58,862		-46,351	-0.9	0.0
GOVERNMENT BONDS							
500,000.00	FANNIE MAE NOTES 4.625% 10/15/2014 4.625% Due 10-15-14 Accrued Interest	103.25	516,250	111.11	555,570	11.3	4.2
			516,250		4,882	0.1	
					560,452	11.4	4.2
FHLMC							
200,000.00	FREDDIE MAC DEB 4.875%13 4.875% 11/15/2013 4.875% Due 11-15-13 Accrued Interest	100.64	201,280	108.33	216,654	4.4	4.5
			201,280		433	0.0	
					217,087	4.4	4.5
TREASURY NOTES/BONDS							
500,000	US TREASURY N/B US GOVT NATIONAL 2.50% 06/30/2017	99.52	497,600	108.15	540,740	11.0	2.3
1,100,000	2.500% Due 06-30-17 US TREASURY N/B 04.250% 11/15/17 4.25% 11/15/2017	117.61	1,293,703	118.12	1,299,287	26.4	3.6
300,000	4.250% Due 11-15-17 US TREASURY N/B US GOVT NATL 2.625%20 2.625% 08/15/2020 2.625% Due 08-15-20	106.08	318,234	107.85	323,556	6.6	2.4

GRIGG-LEWIS FOUNDATION, INC.
 EIN 16-1550858
 ATTACHMENT A

Sauberan & Company, Ltd.
PORTFOLIO APPRAISAL
GRIGG LEWIS FOUNDATION
ATTN WILLIAM B MAY
916057052
 December 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
	Accrued Interest				9,045	0.2	
			2,109,537		2,172,628	44.1	3.1
MONEY MARKET FUNDS							
	FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT CO		1,299,245		1,299,245	26.4	0.1
			1,299,245		1,299,245	26.4	0.1
TOTAL PORTFOLIO			4,569,490		4,923,985	100.0	2.2
	Less Accrued Interest				14,360		
	Less Money Market				1,299,245		
	Total Investments				3,610,380		
	Fixed Income				2,935,807		
	Common Stock				674,573		
	Total				3,610,380		

ATTACHMENT B

GRIGG-LEWIS FOUNDATION, INC
EIN: 16-1550858
ATTACHMENT B

Name	Name Address	Amount	Status	Category
AMERICAN DIABETES ASSOCIATION	315 ALBERTA DRIVE AMHERST NY 14226	3,000	501c3	Health
AMERICAN RED CROSS	2079 Sawyer Road Niagara Falls NY 14304	15,200	501c3	Disaster Relief
ASPIRE of WESTERN NEW YORK, INC	2356 North Forest Rd Getzville NY 14068	20,000	501c3	Health
ASSOCIATION OF SMALL FOUNDATIONS	PO Box 247 Winooski VT 05404	1,500	501c3	Education
BIG BROTHERS BIG SISTERS OF NIAGARA COUNTY, INC	86 Park Avenue Lockport, NY 14094	22,200	501c3	Youth
BUFFALO INNER CITY BALLET	2495 Main St Suite 351 Buffalo, NY 14214	2,000	501c3	Youth
BUFFALO PHILHARMONIC ORCHESTRA SOCIETY, INC	499 Franklin Street Buffalo, NY 14202	35,000	501c3	Arts
CHALLENGER SPORTS LEAGUE, INC	3511 Landers Lane Gasport NY 14067	1,000	501c3	Youth
CHILD & FAMILY SERVICES OF ERIE COUNTY	330 Delaware Ave Buffalo, NY 14202	45,000	501c3	Human Service
CITY OF LOCKPORT	One Locks Plaza Lockport NY 14094	100,500	501c3	History Tourism
COLD SPRINGS CEMETERY	4849 Cold Springs Rd Lockport NY 14094	3,600	501c3	Community Service
COMMUNITY MISSIONS OF NIAGARA FRONTIER, INC	1570 Buffalo Ave Niagara Falls Ny 14303	20,000	501c3	Human Service
CORNELL COOPERATIVE EXTENSION OF NIAGARA COUNTY	4487 Lake Rd Lockport NY 14094	18,400	501c3	Community Service
THE DALE ASSOCIATION	315 Bewley Bldg Lockport NY 14094	69,716	501c3	Elderly
EASTERN NIAGARA HEALTH SYSTEM	521 East Avenue Lockport NY 14094	3,200	501c3	Health
EQUI-STAR, INC	2199 Fuller Rd Burt NY 14028	12,200	501c3	Human Service
FAMILIES OF SPINAL MUSCULAR ATROPHY	PO Box 444 North Tonawanda NY 14120	1,000	501c3	Health
FAMILY & CHILDREN'S SERVICES OF NIAGARA, INC	1522 Main St Niagara Falls NY 14305	50,000	501c3	Human Service
FELLOWSHIP HOUSE, INC	625 Buffalo Avenue Niagara Falls NY 14302	32,609	501c3	Human Service
FIRST PRESBYTERIAN CHURCH	21 Church Street Lockport NY 14094	16,000	501c3	Religious
GIRL SCOUTS OF WESTERN NEW YORK, INC	3332 Walden Ave Suite 106 Depew NY 14043	36,400	501c3	Youth
GLENWOOD CEMETERY ASSOCIATION	325 Glenwood Avenue Lockport NY 14094	3,600	501c3	Community Service
HABITAT FOR HUMANITY LOCKPORT	75 East Avenue Lockport NY 14094	12,000	501c3	Community Service
HART INTERFAITH, INC	505 Cayuga Street Lewiston, NY 14092	6,300	501c3	Elderly
HOSPICE OF OLEANS, INC	14080 Route 31 PO Box 489 Albion NY 14411-0489	2,600	501c3	Health
IROQUOIS TRAIL COUNCIL, INC - BOY SCOUTS OF AMERICA	45 Liberty Street Suite 2 Batavia NY 14020-3207	12,000	501c3	Youth
IT HAPPENED TO ALEXA FOUNDATION	125 South First Street Lewiston, NY 14092	5,000	501c3	Human Service
JUNIOR ACHIEVEMENT OF WESTERN NEW YORK, INC	275 Oak Street Suite 222 Buffalo NY 14203-1638	12,000	501c3	Education
KENAN CENTER, INC	433 Locust Street Lockport NY 14094	62,417	501c3	Arts
KIDS ESCAPING DRUGS	PO Box 643 920 Harlem Rd	10,000	501c3	Health
LOCKPORT COMMUNITY TELEVISION, INC	293 Niagara Street Lockport NY 14094-2625	18,345	501c3	Arts
LOCKPORT CARES, INC	160 Chestnut Street Lockport NY 14094	12,375	501c3	Human Service
LOCKPORT CITY SCHOOL	130 Beattie Avenue Lockport NY 14094	5,100	501c3	Education
LOCKPORT ICE ARENA & SPORTS CENTER, INC	172 EAST AVE LOCKPORT NY 14094	55,422	501c3	Community Service
LOCKPORT PUBLIC LIBRARY	PO Box 475 23 East Avenue Lockport NY 14094	6,400	501c3	Arts
LOCKPORT MAIN STREET INC	1 East Main Street Lockport NY 14094	32,125	501c3	Community Service
LOCKPORT NEW BEGINNINGS	271 Elmwood Avenue Lockport NY 14094	10,000	501c3	Human Service
MENTAL HEALTH ASSOCIATION IN NIAGARA COUNTY, INC	36 Pine Street Lockport NY 14094	15,200	501c3	Health
NCCC FOUNDATION, INC	3111 Saunders Settlement Rd Lockport NY 14094	212,000	501c3	Education
NEW DIRECTIONS YOUTH & FAMILY SERVICES, INC	6395 Old Niagara Rd Lockport NY 14094	12,000	501c3	Education
NIAGARA COUNTY HISTORICAL SOCIETY, INC	215 NIAGARA STREET LOCKPORT NY 14094	76,400	501c3	History Tourism
NIAGARA FALLS MEMORIAL MEDICAL CENTER	621 Tenth Street Niagara Falls NY 14302	75,000	501c3	Medical
NIAGARA HOSPICE, INC	4675 Sunset Dr Lockport NY 14094	18,400	501c3	Medical
NIAGARA UNIVERSITY	Niagara University, NY 14109	100,000	501c3	Education
NIAGA LIBRARY SYSTEM	6575 Wheeler Rd Lockport NY 14094	46,450	501c3	Education
OLCOTT BEACH CAROUSEL PARK, INC	PO Box 308 Olcott NY 14126	10,000	501c3	Community Service
OLD FORT NIAGARA ASSOCIATION, INC	PO Box 169 Lewiston NY 14174	6,000	501c3	Arts
OPPORTUNITIES UNLIMITED OF NIAGARA	107 Heath Street Lockport NY 14094	6,400	501c3	Human Service
PALACE THEATER	2 East Avenue Lockport NY 14094	3,200	501c3	Arts
POLICE ATHLETIC LEAGUE OF NIAGARA FALLS, NY	4455 Porter Rd Niagara Falls NY 14304	250	501c3	Youth
PRESBYTERIAN SENIOR CARE OF WNY FOUNDATION	4455 Transit Rd Williamsville, NY 14221	12,000	501c3	Elderly
SKATING ASSOCIATION FOR THE BLIND AND HANDICAPPED, INC	2607 Niagara Street Buffalo NY 14207	10,810	501c3	Human Service
THE SALVATION ARMY	50 Cottage Street Lockport NY 14094	268,400	501c3	Human Service
SANBORN AREA HISTORICAL SOCIETY	PO Box 172 Sanborn NY 14132	500	501c3	History Tourism
St. JOHN THE BAPTIST CHURCH (OUTREACH CENTER)	168 Chestnut Street Lockport NY 14094	5,000	501c3	Human Service
TOWN OF NEWFANE HISTORICAL SOCIETY, INC	PO Box 115 Newfane NY 14108	15,000	501c3	History Tourism
UNITED WAY OF GREATER NIAGARA, INC	3000 Military Rd Niagara Falls NY 14304	25,200	501c3	Human Service
WILSON COMMUNITY ENHANCEMENT CHARITY, INC	PO Box 875 Wilson NY 14172	1,000	501c3	Community Service
WNY GRANTMAKERS ASSOCIATION	PO Box 1333 Buffalo NY 14205-1333	2,500	501c3	Education

YMCA OF LOCKPORT
YWCA OF NIAGARA, INC
YWCA TRUSTEES

19 East Avenue Lockport NY 14094
32 Cottage Street Lockport NY 14094
32 Cottage Street Lockport NY 14094

18,400	501c3	Human Service
53,400	501c3	Human Service
12,000	501c3	Human Service
<u>1,779,719</u>		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GRIGG-LEWIS FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 16-1550858
	Number, street, and room or suite no. If a P.O. box, see instructions. 76 WEST AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOCKPORT, NY 14094	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WILLIAM B. MAY

- The books are in the care of ► **76 WEST AVENUE - LOCKPORT, NY 14094**
Telephone No. ► **716-478-0002** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	35,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	28,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)