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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 , **2011**, and ending , **20**

ENVELOPE POSTMARK DATE MAY 10 2012

Name of foundation **FRED AND FLOY WILLMOTT FOUNDATION 14-217520** **A Employer identification number** **22-2587484**

Number and street (or P O box number if mail is not delivered to street address) **ONE HSBC CENTER, 23RD FLOOR** **B Telephone number (see instructions)** **() -**

City or town, state, and ZIP code **BUFFALO, NY 14203-2885**

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **4,939,150.** **J** Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	108,493.	105,399.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	239,865.			
b	Gross sales price for all assets on line 6a 1,806,155.				
7	Capital gain net income (from Part IV, line 2)		240,898.		
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)	288.			
12	Total. Add lines 1 through 11	348,646.	346,297.		
13	Compensation of officers, directors, trustees, etc	67,562.	47,293.		20,269.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,030.	NONE	NONE	1,030.
c	Other professional fees (attach schedule)	26,700.	550.		26,700.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 3	4,519.	632.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 4	250.	1,155.		250.
24	Total operating and administrative expenses. Add lines 13 through 23	100,061.	49,630.	NONE	48,249.
25	Contributions, gifts, grants paid	267,200.			267,200.
26	Total expenses and disbursements Add lines 24 and 25	367,261.	49,630.	NONE	315,449.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-18,615.			
b	Net investment income (if negative, enter -0-)		296,667.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	168,011.	163,558.	163,560.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 5	2,049,101.	1,874,317.	2,264,431.
	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 6	2,276,428.	2,437,050.	2,511,159.
	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)	4,493,540.	4,474,925.	4,939,150.	
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	4,493,540.	4,474,925.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	4,493,540.	4,474,925.		
31	Total liabilities and net assets/fund balances (see instructions)	4,493,540.	4,474,925.		

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 4,493,540.
2	Enter amount from Part I, line 27a	2 -18,615.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,474,925.
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 4,474,925.

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 PUBLICLY TRADED SECURITIES						
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 1,795,167.		1,565,257.	229,910.			
b						
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			229,910.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	240,898.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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 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))
2010	303,111.	4,906,695.	0.06177498296
2009	279,660.	4,565,620.	0.06125345517
2008	331,919.	5,297,685.	0.06265359303
2007	337,365.	6,132,977.	0.05500835891
2006	327,380.	5,764,295.	0.05679445622
2 Total of line 1, column (d)			2 0.29748484629
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05949696926
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5,049,527.
5 Multiply line 4 by line 3			5 300,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,967.
7 Add lines 5 and 6			7 303,399.
8 Enter qualifying distributions from Part XII, line 4			8 315,449.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 443.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes and No. Includes questions about political campaigns, expenditures, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of HSBC BANK USA Telephone no. (800) 284-5866
Located at ONE HSBC CENTER, BUFFALO, NY ZIP + 4 14203
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 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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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?
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
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 propoganda, 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 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 instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(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 7	AS REQ'D	67,562.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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 instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 9		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 instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,862,910.
b	Average of monthly cash balances	1b	263,513.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,126,423.
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	5,126,423.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,896.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,049,527.
6	Minimum investment return. Enter 5% of line 5	6	252,476.

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	252,476.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,967.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,967.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	249,509.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	249,509.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	249,509.

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	315,449.
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	315,449.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,967.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	312,482.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				249,509.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	46,571.			
b From 2007	36,906.			
c From 2008	69,447.			
d From 2009	53,073.			
e From 2010	56,366.			
f Total of lines 3a through e	262,363.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 315,449.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				249,509.
e Remaining amount distributed out of corpus	65,940.			
5 Excess distributions carryover applied to 2011 (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	328,303.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	46,571.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	281,732.			
10 Analysis of line 9:				
a Excess from 2007	36,906.			
b Excess from 2008	69,447.			
c Excess from 2009	53,073.			
d Excess from 2010	56,366.			
e Excess from 2011	65,940.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

- 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i),					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties),					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 27</p>				
Total ▶ 3a				267,200.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FROM PASSTHROUGHS	288.
TOTALS	----- 288. =====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES FROM PASSTHROUGHS	26,700.	550.	26,700.
TOTALS	26,700.	550.	26,700.

FORM 990PF, PART I - TAXES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX DUE - FYE 2010	1,363.	
EST TAX - 1ST QTR FYE 2011	631.	
EST TAX - 2ND QTR FYE 2011	631.	
EST TAX - 3RD QTR FYE 2011	631.	
EST TAX - 4TH QTR FYE 2011	631.	
FOREIGN TAX	632.	
	-----	-----
TOTALS	4,519.	632.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CTF EXPENSE		671.	
NYS FILING FEE	250.		250.
FROM PASSTHROUGHS		484.	
TOTALS	250.	1,155.	250.

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	2,049,101.	1,874,317.	2,264,431.
TOTALS	2,049,101.	1,874,317.	2,264,431.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV		ENDING FMV
	C	OR F	
SEE ATTACHED STATEMENTS	C		
TOTALS			

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

=====

OFFICER NAME:

HSBC BANK USA

ADDRESS:

PO BOX 4203

BUFFALO, NY 14240

TITLE:

CO-TRUSTEE

COMPENSATION 57,441.

OFFICER NAME:

REV JOHN D COOKE

ADDRESS:

641 STOLLE ROAD

ELMA, NY 14059-9360

TITLE:

CO-TRUSTEE

COMPENSATION 10,121.

TOTAL COMPENSATION: 67,562.

=====

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

EMPLOYEE NAME:
NONE

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

=====

NAME:

NONE

RECIPIENT NAME:
WOMEN'S FOUNDATION OF
GENESEE VALLEY, INC
ADDRESS:
277 ALEXANDER STREET, SUITE 205
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOPE HALL
ADDRESS:
1612 BUFFALO ROAD
ROCHESTER, NY 14624
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOUSE OF MERCY
ADDRESS:
725 HUDSON AVENUE
ROCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:
NATIONAL KIDNEY FDT OF UPSTATE NY
ADDRESS:
15 PRINCE STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CALVARY ST. ANDREWS PRESBYTERIAN
PARISH
ADDRESS:
68 ASHLAND STREET
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
GENESEE CENTER FOR ARTS
AND EDUCATION
ADDRESS:
713 MONROE AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
RESEARCH FOUNDATION SUNY-BROCKPORT
COLLEGE FOR CAMP ABILITIES
ADDRESS:
350 NEW CAMPUS DRIVE
BROCKPORT, NY 14420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LANDMARK SOCIETY OF WNY
ADDRESS:
133 S. FITZHUGH STREET
ROCHESTER, NY 14608-2204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
LIFESPAN OF GREATER
ROCHESTER, INC.
ADDRESS:
1900 S. CLINTON AVENUE N
ROCHESTER, NY 13618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
WRITERS AND BOOKS
ADDRESS:
740 UNIVERSITY AVENUE
ROCHESTER, NY 14607-1259
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
STEP BY STEP OF ROCHESTER
ADDRESS:
228 S. PLYMOUTH AVENUE
ROCHESTER, NY 14608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ST JOHN FISHER COLLEGE
ADDRESS:
3690 EAST AVENUE
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
GRACE URBAN MINISTRIES
ADDRESS:
858 DEWEY AVENUE
ROCHESTER, NY 14613-2097
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
PARTNERS IN COMMUNITY
DEVELOPMENT
ADDRESS:
45 MAXSON STREET
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
COMPEET ROCHESTER, INC
ADDRESS:
259 MONROE AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
THE FAMILY HOME
ADDRESS:
3156 EAST AVENUE
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
COURT APPOINTED SPECIAL ADV-CASA
HALL OF JUSTICE-FAMILY COURT
ADDRESS:
ROOM 332
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PROJECT U.N.I.Q.U.E., INC.
ADDRESS:
BRIGHTON STATION, P.O. BOX 10069
ROCHESTER, NY 14610
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MARTIN LUTHER KING, JR. GREATER
ROCHESTER COMMISSION
ADDRESS:
PO BOX 18027
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LEROY CHRISTIAN COMMUNITY
PROJECT
ADDRESS:
124 E MAIN STREET
LEROY, NY 14482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
NORTHEASTERN SEMINARY
ADDRESS:
2265 WESTSIDE DRIVE
ROCHESTER, NY 14624
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:
ARC OF MONROE COUNTY
ADDRESS:
985 ELMWOOD AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
GRACE COMMUNITY VILLAGE, INC.
ADDRESS:
121 DRIVING PARK AVENUE
ROCHESTER, NY 14613
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:
FAIRPORT UNITED METHODIST
CHURCH
ADDRESS:
31 WEST CHURCH STREET
FAIRPORT, NY 14450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COLLEEN HENDRICK DANCE
THEATRE, INC
ADDRESS:
34 ELTON STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF
ROCHESTER NEW YORK AREA, INC.
ADDRESS:
259 MONROE AVENUE, SUITE 108
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ADVOCACY CENTER, INC.
ADDRESS:
590 SOUTH AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
SENECA PARK ZOO SOCIETY
ADDRESS:
2222 SAINT PAUL STREET
ROCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
LAKESIDE FOUNDATION
LAKESIDE BEIKIRCH CARE CENTER
ADDRESS:
156 WEST AVENUE
BROCKPORT, NY 14420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ROCHESTER CITY SCHOOL DISTRICT
ADDRESS:
131 W. BROAD STREET
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
GENESEE AREA CAMPUS MINISTRIES
UNIVERSITY OF ROCHESTER
ADDRESS:
320 WILSON BOULEVARD
ROCHESTER, NY 14627
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ASBURY UNITED METHODIST CHURCH
ASBURY DINING & CARING CENTER
ADDRESS:
1050 EAST AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CENTER FOR YOUTH SERVICES, INC
ADDRESS:
905 MONROE AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
GEVA THEATRE INC
ADDRESS:
75 WOODBURY BLVD
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ANTHONY L. JORDAN HEALTH CENTER
ADDRESS:
82 HOLLAND STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
ROCHESTER CITY BALLET
ADDRESS:
1326 UNIVERSITY AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOCHSTEIN SCHOOL OF MUSIC
ATTN: MARGARET QUACKENBUSH
ADDRESS:
50 N. PLYMOUTH AVE.
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
HORIZONS AT HARLEY SCHOOL
ADDRESS:
1981 CLOVER STREET
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,200.

RECIPIENT NAME:
ST LUKE & ST. SIMON EPISCOPAL
CHURCH
ADDRESS:
17 S. FITZBURGH STREET
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
SCARLET THREAD MINISTRIES
ADDRESS:
32 MILL STREET
SODUS, NY 14551
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
HUMANE SOCIETY OF GREATER ROCHESTER
ROCHESTER P.C.A. INC.
ADDRESS:
99 VICTOR ROAD
FAIRPORT, NY 14450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
ST. JOHN'S HOME FOUNDATION INC
ADDRESS:
150 HIGHLAND AVENUE
ROCHESTER, NY 14520-3099
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
ABVI-GOODWILL INDUSTRIES
ADDRESS:
422 SOUTH CLINTON AVE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CAMP FINDLEY
ADDRESS:
2334 SUNNYSIDE ROAD
CLYMER, NY 14724
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:
HILLSIDE CHILDREN'S CENTER
ADDRESS:
1183 MONROE AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:
NEIGHBOR WORKS ROCHESTER DBA
NEIGHBORHOOD HOUSING SERVICES
ADDRESS:
570 SOUTH AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
FUTURE BOXING CLUB, INC
ADDRESS:
460 BUFFALO ROAD
ROCHESTER, NY 14611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
FRIENDS OF DISCOVERY CHARTER SCHOOL
ADDRESS:
8583 NORTH SHORE DRIVE
HONEOYE, NY 14471
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
FRIENDS OF SCHOOL OF THE ARTS
ADDRESS:
45 PRINCE STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
HISTORIC CHERRY HILL
ADDRESS:
532 1/2 SOUTH PEARL ST.
ALBANY, NY 12202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
SISTER OF MERCY OF THE
AMERICAS-NYPPAW
ADDRESS:
625 ABBOTT ROAD
BUFFALO, NY 14220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
~~GENERAL CHARITABLE PURPOSES~~
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
UNITED CEREBRAL PALSY ASSOCIATION
OF THE ROCHESTER AREA INC
ADDRESS:
3399 WINTON ROAD SOUTH
ROCHESTER, NY 14623
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

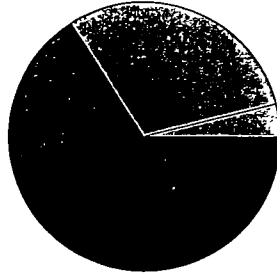
RECIPIENT NAME:
TILC MINISTRIES INC
ADDRESS:
1443 E. MAIN STREET
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(c)(3) PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID: 267,200.
=====

(c)(3) PUBLIC CHARITY

PORTFOLIO SUMMARY

Total market value as of Nov. 30, 2011**
 Additions \$4,937,158.63
 Withdrawals \$0.00
 Income received (\$38,505.04)
 Change in market value of account \$15,932.96
Total market value as of Dec. 31, 2011** \$24,563.87



3.31% Cash & Cash Equivalents
 30.47% Fixed Income
 66.22% Equities

Portfolio Asset Summary*

	Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
<input type="checkbox"/> Cash & Cash Equivalents	\$163,559.91	3.31%	\$163,558.27	\$16	0.01%
<input type="checkbox"/> Fixed Income	\$1,505,063.54	30.47%	\$1,476,503.96	\$49,928	3.34%
<input type="checkbox"/> Equities	\$3,270,526.97	66.22%	\$2,834,862.80	\$61,540	1.88%
Total	\$4,939,150.42	100.00%	\$4,474,925.03	\$111,484	2.26%

Income Summary

	This Period	Year to Date	Realized	Year to Date
Dividends	\$11,772.11	\$54,521.20	\$2,396.75	\$14,206.40
Miscellaneous	\$4,160.85	\$53,705.26	\$9,348.80	\$218,551.91
Total	\$15,932.96	\$108,226.46	\$11,745.55	\$232,758.31

Net Gain/Loss Summary

Net ST Gain/Loss	\$2,396.75	\$14,206.40
Net LT Gain/Loss	\$9,348.80	\$218,551.91
Total	\$11,745.55	\$232,758.31

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



A division of HSBC Bank USA, N.A.

TRUST STATEMENT FOR PRINCIPAL PORTFOLIO
CO-TR U/A F & F WILLMOTT FOUNDATION
December 1, 2011 - December 31, 2011
Account Number: 14-217520



3059,0001,233,108,00,0

PRINCIPAL PORTFOLIO

Asset Summary*

	Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
Cash & Cash Equivalents	\$151,489.16	3.07%	\$151,487.58	\$15	0.01%
Fixed Income	\$1,505,063.54	30.55%	\$1,476,503.96	\$49,928	3.34%
Equities	\$3,270,526.97	66.38%	\$2,834,862.80	\$61,540	1.88%
Total	\$4,927,079.67	100.00%	\$4,462,854.34	\$111,483	2.27%

* All values reported in U.S. dollars

** Includes Accrued Income

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

CASH AND CASH EQUIVALENTS

Summary

Taxable Money Market Funds
Total

Total Market Value**	% of Portfolio	Estimated Annual Income
\$151,489.16	3.07%	\$15
\$151,489.16	3.07%	\$15

Holdings*
 (Description sorted by type/alphabetical)

Taxable Money Market Funds

FIDELITY INSTL CASH U S GOVT PORT A
 (CUSIP #.609999CT2)

Quantity	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
151,487.58	151,487.58	1.00	151,487.58	1.58	15	0.01%

Total Cash and Cash Equivalents

\$151,487.58	\$151,487.58	\$15	0.01%
--------------	--------------	------	-------

* All values reported in U.S. dollars

** Includes Accrued Income

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

FIXED INCOME

Summary

Common & Collective Fds-Fxd IN
Total

Total Market Value**	% of Portfolio	Estimated Annual Income
\$1,505,063.54	30.55%	\$49,928
\$1,505,063.54	30.55%	\$49,928

Holdings*

(Description sorted by Maturity)

Common & Collective Fds-Fxd IN

HSBC BANK USA NA
 DIVERSIFIED INVESTMENT FUND
 TAXABLE INCOME FUND
 (CUSIP # 568998AD0)

Par Value	Cost	Price*** Unit	Market Value	Accrued Income	Total Market Value**	Estimated Annual Income	Current Yield
26,717.91	1,476,503.96	56.01	1,496,470.14	8,593.40	1,505,063.54	49,928	3.34%
	\$1,476,503.96		\$1,496,470.14	\$8,593.40	\$1,505,063.54	\$49,928	3.34%

Total Fixed Income

* All values reported in U.S. dollars
 ** Includes Accrued Income
 *** Prices are rounded to the nearest 100th decimal place for statement formatting purposes



EQUITIES

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Closed End Equity Mutual Funds	\$536,782.04	10.89%	\$7,333
Global/Intl Equity Mutual Fds	\$195,632.15	3.97%	\$2,726
Non-U.S. Common Stocks	\$40,298.18	0.82%	\$0
U.S. Common Stocks	\$2,264,431.31	45.96%	\$50,833
U.S. Equity Mutual Funds	\$233,383.29	4.74%	\$648
Total	\$3,270,526.97	66.38%	\$61,540

Holdings*

(Description sorted by type/alphabetical)

Closed End Equity Mutual Funds

Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
ISHARES INC RUSSELL 2000 INDEX FD (Ticker Symbol:IWM)	107,986.07	73.75	105,683.75	0.00	1,476	1.40%
ISHARES INC RUSSELL 2000 VALUE INDEX FD (Ticker Symbol:IWN)	38,290.45	65.64	55,071.96	0.00	1,117	2.03%
ISHARES INC MSCI EAFE INDEX FD (Ticker Symbol:EFA)	85,011.57	49.53	77,415.39	0.00	2,673	3.45%
ISHARES INC S & P MIDCAP 400 INDEX FD (Ticker Symbol:IJH)	69,945.16	87.61	78,761.39	0.00	1,002	1.27%

* 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
ISHARES S&P MIDCAP 400/BARRA VALUE INDEX FUND (Ticker Symbol:IJ)	788.00	43,769.24	75.98	59,872.24	0.00	1,065	1.78%
POWERSHARES DB AGRICULTURE FUND (Ticker Symbol:DBA)	1,664.00	55,469.29	28.88	48,056.32	0.00	0	0.00%
POWERSHARES DB US DOLLAR INDEX BULLISH FUND (Ticker Symbol:UUP)	2,512.00	55,841.71	22.47	56,444.64	0.00	0	0.00%
SPDR GOLD TRUST (Ticker Symbol:GLD)	365.00	56,490.47	151.99	55,476.35	0.00	0	0.00%

Global/Intl Equity Mutual Fds

HARDING LOEVNER INTL EQUITY PORT (Ticker Symbol:HLMIX)	2,998.67	42,205.47	13.36	40,062.23	0.00	339	0.85%
MFS INTERNATIONAL GROWTH FUND (Ticker Symbol:MQGIX)	1,744.67	25,169.95	23.34	40,720.60	0.00	466	1.14%
MFS INTERNATIONAL VALUE FUND (Ticker Symbol:MINIX)	4,641.24	124,981.07	24.71	114,685.04	164.28	1,921	1.67%

Non-U.S. Common Stocks

CHECK POINT SOFTWARE TECH LT ORD (Ticker Symbol:CHKP)	767.00	38,238.79	52.54	40,298.18	0.00	0	0.00%
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U.S. Common Stocks

AMAZON.COM INC (Ticker Symbol:AMZN)	81.00	17,954.53	173.10	14,021.10	0.00	0	0.00%
APPLE INC (Ticker Symbol:AAPL)	196.00	11,088.06	405.00	79,380.00	0.00	0	0.00%

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 ** Includes Accrued Income
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EQUITIES

Holdings*
 (Description sorted by type/alphabetical)

Holdings*	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
AT & T INC (Ticker Symbol:T)	1,585.00	44,814.57	30.24	47,930.40	0.00	2,790	5.82%
AUTOMATIC DATA PROCESSING INC (Ticker Symbol:ADP)	925.00	41,616.70	54.01	49,959.25	365.38	1,462	2.92%
BANK OF AMERICA CORP (Ticker Symbol:BAC)	3,437.00	54,544.01	5.56	19,109.72	0.00	137	0.72%
BRINKER INTL INC (Ticker Symbol:EAT)	1,288.00	24,210.15	26.76	34,466.88	0.00	824	2.39%
BRISTOL MYERS SQUIBB CO (Ticker Symbol:BMJ)	1,195.00	37,260.81	35.24	42,111.80	0.00	1,625	3.86%
CATERPILLAR INC (Ticker Symbol:CAT)	547.00	15,265.83	90.60	49,558.20	0.00	1,006	2.03%
CERNER CORP (Ticker Symbol:CERN)	382.00	16,271.42	61.25	23,397.50	0.00	0	0.00%
CHEVRON CORPORATION (Ticker Symbol:CVX)	599.00	44,649.82	106.40	63,733.60	0.00	1,941	3.04%
CHUBB CORP (Ticker Symbol:CB)	749.00	43,681.68	69.22	51,845.78	292.11	1,168	2.25%
CITRIX SYS INC (Ticker Symbol:CTXS)	708.00	37,537.19	60.72	42,989.76	0.00	0	0.00%
COLGATE PALMOLIVE CO (Ticker Symbol:CL)	626.00	28,708.36	92.39	57,836.14	0.00	1,452	2.51%
CONAGRA FOODS INC (Ticker Symbol:CAG)	1,793.00	44,791.65	26.40	47,335.20	0.00	1,721	3.64%
DANAHER CORP (Ticker Symbol:DHR)	1,432.00	54,810.70	47.04	67,361.28	35.80	143	0.21%

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HSBC Private Bank

A division of HSBC Bank USA, N.A.

TRUST STATEMENT FOR PRINCIPAL PORTFOLIO CO-TR U/A F & F WILLMOTT FOUNDATION December 31, 2011 – December 31, 2011 Account Number: 14-217520

EQUITIES

Holdings*
(Description sorted by type/alphabetical)

Holdings*	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
DEVON ENERGY CORPORATION NEW (Ticker Symbol: DVN)	500.00	36,280.00	62.00	31,000.00	0.00	340	1.10%
DISNEY WALT CO NEW (Ticker Symbol: DIS)	729.00	20,697.41	37.50	27,337.50	437.40	437	1.60%
DU PONT E I DE NEMOURS & CO (Ticker Symbol: DD)	856.00	32,479.93	45.78	39,187.68	0.00	1,404	3.58%
EMC CORP MASS (Ticker Symbol: EMC)	1,960.00	51,176.77	21.54	42,218.40	0.00	0	0.00%
EXPRESS SCRIPTS INC CL A (Ticker Symbol: ESRX)	740.00	12,414.33	44.69	33,070.60	0.00	0	0.00%
EXXON MOBIL CORPORATION (Ticker Symbol: XOM)	1,233.00	44,125.79	84.76	104,509.08	0.00	2,318	2.22%
FRANKLIN RESOURCES INC (Ticker Symbol: BEN)	356.00	37,106.61	96.06	34,197.36	0.00	384	1.12%
FREEPORTMCMORAN COPPER AND GOLD INC (Ticker Symbol: FCX)	476.00	25,308.92	36.79	17,512.04	0.00	476	2.72%
GENERAL ELECTRIC CORP (Ticker Symbol: GE)	3,703.00	27,842.11	17.91	66,320.73	629.51	2,518	3.80%
GILEAD SCIENCES INC (Ticker Symbol: GILD)	1,165.00	49,342.74	40.93	47,683.45	0.00	0	0.00%
GOOGLE INC-CL A (Ticker Symbol: GOOG)	84.00	48,890.94	645.90	54,255.60	0.00	0	0.00%
ILLINOIS TOOL WKS INC (Ticker Symbol: ITW)	732.00	37,474.05	46.71	34,191.72	263.52	1,054	3.08%
INTL BUSINESS MACHINES CORP (Ticker Symbol: IBM)	110.00	19,795.51	183.88	20,226.80	0.00	330	1.63%

* All values reported in U.S. dollars

** Includes Accrued Income

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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
JOHNSON & JOHNSON (Ticker Symbol:JNU)	874.00	47,105.78	65.58	57,316.92	0.00	1,993	3.48%
JP MORGAN CHASE & CO (Ticker Symbol:JPM)	1,072.00	44,338.18	33.25	35,644.00	0.00	1,072	3.01%
LEXINGTON REALTY TRUST (Ticker Symbol:LXP)	5,947.00	39,722.99	7.49	44,543.03	743.38	2,974	6.68%
LOWES COS INC (Ticker Symbol:LOW)	1,630.00	45,392.86	25.38	41,369.40	0.00	913	2.21%
MARATHON OIL CORP (Ticker Symbol:MRO)	1,612.00	36,716.93	29.27	47,183.24	0.00	967	2.05%
MCCORMICK & CO INC (Ticker Symbol:MKC)	826.00	32,237.83	50.42	41,646.92	256.06	1,024	2.46%
MCDONALDS CORP (Ticker Symbol:MCD)	413.00	38,590.11	100.33	41,436.29	0.00	1,156	2.79%
MERCK & CO INC (Ticker Symbol:MRK)	1,261.00	47,703.68	37.70	47,539.70	529.62	2,118	4.46%
METLIFE INC (Ticker Symbol:MET)	598.00	23,964.01	31.18	18,645.64	0.00	443	2.37%
MONSANTO CO NEW (Ticker Symbol:MON)	583.00	33,350.85	70.07	40,850.81	0.00	700	1.71%
NORFOLK SOUTHERN CORP (Ticker Symbol:NSC)	581.00	34,483.50	72.86	42,331.66	0.00	999	2.36%
PEPSICO INC (Ticker Symbol:PEP)	589.00	35,570.60	66.35	39,080.15	303.34	1,213	3.10%
PFIZER INC (Ticker Symbol:PFE)	1,160.00	33,126.38	21.64	25,102.40	0.00	1,021	4.07%

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HSBC Private Bank

A division of HSBC Bank USA, N.A

TRUST STATEMENT FOR PRINCIPAL PORTFOLIO CO-TR U/A F & F WILLMOTT FOUNDATION December 1, 2011 - December 31, 2011 Account Number: 14-217520

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
PRAXAIR INC (Ticker Symbol: PX)	622.00	35,175.85	106.90	66,491.80	0.00	1,244	1.87%
PROCTER & GAMBLE CO (Ticker Symbol: PG)	727.00	40,427.65	66.71	48,498.17	0.00	1,527	3.15%
QUALCOMM INC (Ticker Symbol: QCOM)	422.00	23,028.19	54.70	23,083.40	0.00	363	1.57%
RAYTHEON COMPANY (Ticker Symbol: RTN)	840.00	30,790.23	48.38	40,639.20	361.20	1,445	3.55%
SCHLUMBERGER LTD (Ticker Symbol: SLB)	308.00	18,273.58	68.31	21,039.48	77.00	308	1.46%
T ROWE PRICE GROUP INC (Ticker Symbol: TROW)	613.00	23,584.59	56.95	34,910.35	0.00	760	2.18%
TARGET CORP (Ticker Symbol: TGT)	765.00	40,288.72	51.22	39,183.30	0.00	918	2.34%
THERMO FISHER SCIENTIFIC INC (Ticker Symbol: TMO)	540.00	34,619.40	44.97	24,283.80	0.00	0	0.00%
UNITED TECHNOLOGIES CORP (Ticker Symbol: UTX)	467.00	25,883.34	73.09	34,133.03	0.00	897	2.63%
UNITEDHEALTH GROUP INC (Ticker Symbol: UNH)	1,068.00	35,874.44	50.68	54,126.24	0.00	694	1.28%
WALGREEN CO (Ticker Symbol: WAG)	1,662.00	56,289.80	33.06	54,945.72	0.00	1,496	2.72%
WELLS FARGO & CO (Ticker Symbol: WFC)	1,447.00	46,465.34	27.56	39,879.32	0.00	695	1.74%
3M CO (Ticker Symbol: MMM)	165.00	11,170.89	81.73	13,485.45	0.00	363	2.69%



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EQUITIES

Holdings*
 (Description sorted by type/alphabetical)

U.S. Equity Mutual Funds

Holdings* (Description sorted by type/alphabetical)	Shares	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
IVY MID CAP GROWTH FUND (Ticker Symbol: IYMIX)	4,808.16	83,373.40	17.16	82,508.03	0.00	0	0.00%
JOHN HANCOCK III DISCIPLINED VALUE MID CAP FUND (Ticker Symbol: JVMIX)	4,262.63	50,363.45	11.29	48,125.09	0.00	102	0.21%
LORD ABBETT DEVELOPING GROWTH FUND (Ticker Symbol: LADYX)	2,639.62	37,372.29	20.99	55,405.62	0.00	0	0.00%
VIRTUS QUALITY SMALL-CAP FUND (Ticker Symbol: PXGSX)	3,981.88	46,038.11	11.89	47,344.55	0.00	546	1.15%

Total Equities

\$2,834,862.80 **\$3,266,068.37** **\$4,458.60** **\$61,540** **1.88%**

* All values reported in U.S. dollars
 ** Includes Accrued Income
 *** Prices are rounded to the nearest 100th decimal place for statement formatting purposes

HSBC  Private Bank

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TRUST STATEMENT FOR INVESTED INCOME
CO-TR U/A F & F WILLMOTT FOUNDATION
 December 1, 2011 - December 31, 2011
 Account Number: 14-217520

INVESTED INCOME PORTFOLIO

Asset Summary*

Cash & Cash Equivalents

Total

Total Market Value**	% of Portfolio	Cost	Estimated Annual Income	Current Yield
\$12,070.75	100.00%	\$12,070.69	\$1	0.01%
\$12,070.75	100.00%	\$12,070.69	\$1	0.01%



* All values reported in U.S. dollars

** Includes Accrued Income

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

CASH AND CASH EQUIVALENTS

Summary

	Total Market Value**	% of Portfolio	Estimated Annual Income
Cash	\$0.00	0.00%	\$0
Taxable Money Market Funds	\$12,070.75	100.00%	\$1
Total	\$12,070.75	100.00%	\$1

Holdings*
(Description sorted by type/alphabetical)

	Quantity	Cost	Price/Unit***	Market Value	Accrued Income	Estimated Annual Income	Current Yield
Cash							
INCOME	12,070.49	12,070.49	1.00	12,070.49	0.00	0	0.00%
INVESTED INCOME	(12,070.49)	(12,070.49)	1.00	(12,070.49)	0.00	0	0.00%

Taxable Money Market Funds

FIDELITY INSTL CASH U S GOVT PORT A (CUSIP #609999CT2)	12,070.69	12,070.69	1.00	12,070.69	0.06	1	0.01%
Total Cash and Cash Equivalents		\$12,070.69		\$12,070.69	\$0.06	\$1	0.01%

* All values reported in U.S. dollars

** Includes Accrued Income

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