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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 12-01-2011 , and ending 11-30-2012

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

Name of foundation
SIMPLE GIFTS FUND

A Employer identification number
16-1512132

Number and street (or P O box number if mail is not delivered to street address)
241 MAIN STREET SUITE 100
Room/suite

B Telephone number (see page 10 of the instructions)
(716) 852-2200

City or town, state, and ZIP code
BUFFALO, NY 14203

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)* ▶$ 1,426,825

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	118,943			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	28	28		
	4	Dividends and interest from securities	37,853	37,853		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	16,900			
	b	Gross sales price for all assets on line 6a 605,303				
	7	Capital gain net income (from Part IV, line 2)		16,900		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	173,724	54,781		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,000	750		2,250
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,573	643		1,930
	c	Other professional fees (attach schedule)	12,510	12,510		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,605	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,292	323		969
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,836	397		1,439
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,816	14,623		6,588
	25	Contributions, gifts, grants paid	55,530			55,530
	26	**Total expenses and disbursements.** Add lines 24 and 25	79,346	14,623		62,118
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	94,378			
	b	**Net investment income** (if negative, enter -0-)		40,158		
	c	**Adjusted net income** (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		9,029	9,029
	2	Savings and temporary cash investments	18,003	7,405	7,405
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,223,167	1,410,391	1,410,391
	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)			
	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)	1,241,170	1,426,825	1,426,825
Liabilities	17	Accounts payable and accrued expenses	217		
	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)	217	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,240,953	1,426,825	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,240,953	1,426,825	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,241,170	1,426,825	

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	1,240,953
2	Enter amount from Part I, line 27a	2	94,378
3	Other increases not included in line 2 (itemize) ▶	3	91,494
4	Add lines 1, 2, and 3	4	1,426,825
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,426,825

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	16,900
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	50,670	1,233,525	0 041077
2009	47,863	1,104,461	0 043336
2008	55,465	935,633	0 059281
2007	63,101	1,205,570	0 052341
2006	81,259	1,350,216	0 060182

2	**Total** of line 1, column (d).	2	0 256217
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 051243
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,367,014
5	Multiply line 4 by line 3.	5	70,050
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	402
7	Add lines 5 and 6.	7	70,452
8	Enter qualifying distributions from Part XII, line 4.	8	62,118

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	803
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	803
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	803
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	18
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	821
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ — **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶HADLEY ASSOCIATES Telephone no ▶(716) 852-2200

Located at ▶241 MAIN STREET SUITE 100 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 |

			Yes	No
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?	16		No

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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	Yes	
	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?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PHYLLIS WENDT PIERCE 43 BRANTFORD PLACE BUFFALO,NE 14222	TRUSTEE 5 00	0	0	0
MEAGHAN E PIERCE-DELANEY-LYNCH 560 STATE STREET APT 4C BROOKLYN,NE 11217	TRUSTEE 1 00	0	0	0
EMILY M PIERCE-DELANEY 230 PENNSYLVANIA APT 2 BUFFALO,NY 14201	TRUSTEE 1 00	3,000	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,330,891
b	Average of monthly cash balances	1b	56,940
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,387,831
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	1,387,831
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	20,817
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,367,014
6	**Minimum investment return.** Enter 5% of line 5	6	68,351

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	68,351
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 803		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	803
3	Distributable amount before adjustments Subtract line 2c from line 1	3	67,548
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	67,548
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	67,548

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	62,118
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	62,118
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,118

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				67,548
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			49,587	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 62,118				
a Applied to 2010, but not more than line 2a			49,587	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				12,531
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				55,017
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of the instructions and Part VII-A, question 9)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

PHYLLIS WENDT PIERCE

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

PHYLLIS WENDT PIERCE
241 MAIN STREET SUITE 100
BUFFALO, NY 14203
(716) 852-2200

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

LETTER DESCRIBING AGENCY PURPOSE, TOTAL COST OF PROJECT, AMOUNT REQUESTED AND COPY OF IRS EXEMPT LETTER

c Any submission deadlines

NONE

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

LIMITED TO PRESELECTED ORGANIZATIONS AND SHALL INCLUDE ONLY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERACY, OR EDUCATIONAL PURPOSES WITHIN THE MEANING OF THOSE TERMS AS USED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, BUT ONLY SUCH PURPOSES AS ARE PERMITTED UNDER THE LAWS OF THE STATE OF NEW YORK WITH RESPECT TO CHARITABLE TRUSTS

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 Additional Data Table				
Total . . . . ▶ **3a**				55,530
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28	
4 Dividends and interest from securities			14	37,853	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	16,900	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		54,781	0

13 Total. Add line 12, columns (b), (d), and (e) 13 54,781

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-02-05 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
HADLEY ASSOCIATES			P01213262

Firm's name ▶ HADLEY & ASSOCIATES — Firm's EIN ▶ 27-1520087

Firm's address ▶ 241 MAIN STREET SUITE 100 BUFFALO, NY 14203 — Phone no (716)852-2200

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491036001033

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization
SIMPLE GIFTS FUND

Employer identification number
16-1512132

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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization
SIMPLE GIFTS FUND

Employer identification number
16-1512132

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) Aggregate contributions	(d) Type of contribution
1	PHYLLIS W PIERCE CHARITABLE LEAD AN 70 WEST CHIPPEWA STREET SUITE 609 BUFFALO, NY 14202	$ 118,943	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
SIMPLE GIFTS FUND	16-1512132

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
		$	

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

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

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

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

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

Name of organization
SIMPLE GIFTS FUND

Employer identification number
16-1512132

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $
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

(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

(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

(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

TY 2011 Accounting Fees Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HADLEY & ASSOCIATES	2,573	643		1,930

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TY 2011 Investments Corporate Stock Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Name of Stock	End of Year Book Value	End of Year Fair Market Value
31 SHS. CITIGROUP, INC.	1,072	1,072
1,735 SHS. ALLIANCEBERNSTEIN INCOME FUND INC.	14,921	14,921
625 SHS. ISHARES S&P LATIN AMERICA 40 INDE3X FUND	26,031	26,031
805 SHS. ISHARES MSCI EAFE INDEX FUND	44,331	44,331
855 ISHARES TR S&P MIDCAP 400 INDEX FD	85,603	85,603
865 SHS. ISHARES R3000 GROWTH INDEX FD	46,399	46,399
625 SHS. ISHARES DOW JONES U S TECH INDEX FD	44,288	44,288
600 SHS. ISHARES TR S&P SM CAP 600 INDEX FD	45,780	45,780
350 SHS. ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	43,018	43,018
325 SHS. ISHARES BARCLAYS US SGGR BOND FD	36,481	36,481
330 SHS. ISHARES JP MORGAN EM BOND FD	40,491	40,491
140 SHS. ISHARES BARCLAYS MBS BOND FD	15,168	15,168
600 SHS. ISHARES BARCLAYS INTERMEDIATE CR BD FD	66,996	66,996
555 SHS. ISHARES BARCLAYS 1-3 YR CD BD FD	58,541	58,541
375 SHS. ISHARES S&P U S PREFERRED STK INDEXD FD	14,970	14,970
2,027 SHS. LOOMIS BOND FUND INST'L CLASS	30,570	30,570
575 SHS. MARKET VECTORS EMERGING MKTS LOCAL CURRENCY BOND ETF	15,433	15,433
1,500 SHS. MFS CHARTER INCOME TRUST SBI	15,285	15,285
2,582 SHS. PIMCO TOTAL RETURN FUND CL P	29,999	29,999
2,677 SHS. PIONEER STRATEGIC INCOME FD Y	30,223	30,223
700 SHS. POWERSHARES GLOBAL EXCHANGE EMERGING MARKETS SOVEREIGN DEBT PORTFOL	21,994	21,994
1,580 CONS DISCRET SEL SECT SPDR FD	75,097	75,097
390 SHS. ENERGY SEL SECTOR SPDR FD	27,713	27,713
525 SHS. SPDR SER TR S&P PHARMACEUTICALS ETF	29,510	29,510
375 SHS. SPDR SER TR S&P BIOTECH ETF	33,326	33,326
783 SHS. SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	31,759	31,759
1,985 SHS. VANGUARD MSCI EMERGING MKTS ETF	83,400	83,400
585 SHS. VANGUARD REIT ETF	37,563	37,563
1,250 SHS. INDUSTRIAL SEL SEC SPDR TR	46,413	46,413
182 SHS. ISHARES LEN INT GOV/CR BD	20,579	20,579

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 SHS. MATERIALS SEL SEC SPDR FD	18,350	18,350
1,395 SHS. POWERSHARES QQQ TR	91,791	91,791
477 SHS. SPDR BARCLAYS CAPITAL SHORT	14,692	14,692
1,655 SHS. SPDR S&P REGIONAL BANKING	45,645	45,645
1,710 SHS. SPDR SER TR S&P HOMEBUILDERS	45,007	45,007
5,200 SHS. THE FINANCIAL SEL SECT SPDR FD	81,952	81,952

TY 2011 Other Expenses Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	142	36		106
DUES & SUBSCRIPTIONS	1,444	361		1,083
NYS FILING FEE	250	0		250

TY 2011 Other Increases Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Description	Amount
UNREALIZED APPRECIATION ON SECURITIES	91,494

TY 2011 Other Professional Fees Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGANSTANLEY SMITHBARNEY	12,510	12,510		0

TY 2011 Taxes Schedule

Name: SIMPLE GIFTS FUND

EIN: 16-1512132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010 FEDERAL EXCISE TAX	2,605	0		0

Additional Data

Software ID:	
Software Version:	
EIN:	16-1512132
Name:	SIMPLE GIFTS FUND

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
90 SHS ALLIANCEBERNSTEIN INCOME FUND, INC	P	2011-02-09	2012-08-03
40 SHS CONSUMER DISCRETIONARY SEL SECT SPDR FD	P	2011-10-25	2012-08-03
15 SHS ENERGY SEL SECT SPDR FD	P	2011-08-18	2012-08-03
55 SHS INDUSTRIAL SEL SEC SPDR TR	P	2012-07-05	2012-08-03
860 SHS ISHARES TR S&P 500 INDEX FD	P	2011-10-05	2012-04-09
40 SHS ISHARES TR S&P MIDCAP 400 INDEX FD	P	2011-02-09	2011-12-01
480 SHS ISHARES RUSSELL 2000 INDEX FD	P	2011-02-09	2012-09-20
60 SHS ISHARES R3000 GROWTH	P	2011-02-09	2012-08-03
50 SHS ISHARES DOW JONES U S TECH INDEX FD	P	2011-02-09	2012-08-03
15 SHS ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS	P	2011-02-09	2012-08-03
100 SHS ISHARES BARCLAYS INTERMEDIATE CR BD FD	P	2011-02-09	2012-08-03
95 SHS ISHARES S&P U S PREFERRED STK INDEX FD	P	2011-02-09	2012-08-03
375 SHS ISHARES S&P U S PREFERRED STK INDEX FD	P	2011-02-09	2012-11-15
675 SHS MARKET VECTORS GOLD MINERS ETF TR	P	2011-09-23	2011-12-20
50 SHS MARKET VECTORS GOLD MINERS ETF TR	P	2011-12-12	2011-12-20
1,460 SHS MARKET VECTORS JUNIOR GOLD MINERS ETF	P	2011-12-20	2012-07-05
75 SHS MFS CHARTER INCOME TRUST SBI	P	2011-02-09	2012-08-03
1,450 SHS MFS INTERMEDIATE INCM TR SBI	P	2011-02-09	2012-01-31
725 SHS PIMCO 1-5 YEAR U S TIPS INDEX	P	2011-05-19	2011-12-02
140 SHS POWERSHARES GLOBAL EXCHANGE EMERGING MARKETS	P	2011-02-06	2012-08-03
1,755 SHS PROSHARES SHORT RUSSELL2000	P	2012-08-03	2012-10-17
1,155 SHS PROSHARES SHORT S&P500	P	2012-08-03	2012-10-17
1,375 SHS SEL SECT SPDR CONSUMER STAPLES	P	2011-08-02	2012-03-01
925 SHS SPDR INDEX SHS FDS S&P INTL SMALL CAP ETF	P	2011-02-09	2012-01-13
585 SHS SPDR BARCLAYS CAP INTERMEDIATE TERM CORPORATE BOND ETF	P	2011-05-23	2011-12-27
75 SHS SPDR SER TR S&P HOMEBUILDERS ETF	P	2011-12-07	2012-08-03
25 SHS SPDR SER TR S&P PHARMACEUTICALS ETF	P	2011-02-09	2011-12-01
50 SHS SPDR SER TR S&P PHARMACEUTICALS ETF	P	2011-02-09	2012-08-03
50 SHS SPDR SER TR S&P BIOTECH ETF	P	2011-02-09	2012-08-03
612 SHS SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	P	2011-02-09	2012-11-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS THE FINANCIAL SEL SECT SPDR FUND	P	2012-05-01	2012-08-03
165 SHS VANGUARD REIT ETF	P	2011-02-09	2012-10-02
260 SHS WISDOMTREE MANAGED FUTURES STRATEGY FUND	P	2011-10-05	2012-08-03
25 SHS WISDOMTREE TR DIVID EX FINANCIALS FUND	P	2011-08-12	2012-08-03
825 SHS WISDOMTREE TR DIVID EX FINANCIALS FUND	P	2011-08-12	2012-10-02
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
768		683	85
1,774		1,580	194
1,057		965	92
1,991		1,969	22
118,987		97,630	21,357
3,530		3,814	-284
40,772		38,752	2,020
3,151		2,963	188
3,628		3,473	155
1,817		1,579	238
11,018		10,460	558
3,737		3,722	15
14,666		14,692	-26
35,721		38,820	-3,099
2,646		2,786	-140
29,025		38,764	-9,739
745		686	59
9,245		8,875	370
38,874		39,011	-137
4,229		3,660	569
43,506		46,267	-2,761
38,729		40,737	-2,008
45,608		41,814	3,794
23,588		29,048	-5,460
19,363		19,521	-158
1,609		1,287	322
1,250		1,154	96
2,886		2,308	578
4,315		3,099	1,216
24,219		24,755	-536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,229		2,351	-122
10,808		9,538	1,270
10,699		12,099	-1,400
1,389		1,163	226
46,480		38,378	8,102
1,244			1,244

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			85
			194
			92
			22
			21,357
			-284
			2,020
			188
			155
			238
			558
			15
			-26
			-3,099
			-140
			-9,739
			59
			370
			-137
			569
			-2,761
			-2,008
			3,794
			-5,460
			-158
			322
			96
			578
			1,216
			-536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-122
			1,270
			-1,400
			226
			8,102
			1,244

Form 990PF Part XV Line 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*				
ADIRONDACK COMMUNITY TRUSTP O BOX 288 LAKE PLACID, NY 12946		PUBLIC	SPECIAL NEEDS FUND	500
BUFFALO ARTS STUDIO2495 MAIN STREET BUFFALO, NY 14214		PUBLIC	JUMP START PROGRAM	250
BUFFALO ARTS STUDIO2495 MAIN STREET BUFFALO, NY 14214		PUBLIC	GENERAL FUND	100
CEPA617 MAIN STREET BUFFALO, NY 14203		PUBLIC	ANNUAL FUND	250
COMMUNITY FOUNDATION726 EXCHANGE ST SUITE 525 BUFFALO, NY 14210		PUBLIC	SAY YES TO BUFFALO SCHOLARSHIP	25,000
DIAN FOSSEY GORILLA FUND INTERNATIONAL800 CHEROKEE AVENUE SE ATLANTA, GA 30315		PUBLIC	GENERAL FUND	250
FUND FOR SOUTHERN COMMUNITIES315 W PRINCE DE LEON AVE SUITE 1601 DECATUR, GA 30030		PUBLIC	GENERAL FUND	250
GRASSROOTS GARDENS OF BUFFALOPO BOX 351 BUFFALO, NY 14201		PUBLIC	BUILDING & OFFICE EQUIPMENT	7,000
GRAYCLIFF CONSERVANCY INC 6472 LAKE SHORE ROAD DERBY, NY 14047		PUBLIC	GENERAL FUND	250
HALLWAYS INC341 DELAWARE AVENUE BUFFALO, NY 14202		PUBLIC	ANNUAL FUND	250
MASSACHUSESTTS AVENUE PROJECT271 GRANT ST BUFFALO, NY 14213		PUBLIC	SUMMER GROWING GREEN PROGRAM	2,700
PUSH INC271 GRANT STREET BUFFALO, NY 14213		PUBLIC	DEVELOPMENTAL STAFF	4,000
WEDI FOUNDATION1984 ISAAC NEWTON SQUARE SUITE 304 RESTON, VA 20190		PUBLIC	RENT - WEST SIDE BAZAR	6,000
WESTERN NEW YORK GRANTMAKERS ASSOCIATION712 MAIN STREET BUFFALO, NY 14202		PUBLIC	ANNUAL FEE	500
YOUNG AUDIENCES OF WESTERN NEW YORK16 LINWOOD AVENUE BUFFALO, NY 14209		PUBLIC	ANNUAL FUND	500
YOUNG AUDIENCES OF WESTERN NEW YORK16 LINWOOD AVENUE BUFFALO, NY 14209		PUBLIC	CAPACITY BUILDING	7,730
Total . . . . ▶ 3a				55,530