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Form **990-PF**

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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

For calendar year **2012** or tax year beginning **2012**, and ending **20**

ENVELOPE  
POSTMARK DATE MAY 14 2013

Name of foundation: **FRED AND FLOY WILLMOTT FOUNDATION 14-217520**

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

Room/suite: \_\_\_\_\_

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

**A** Employer identification number: **22-2587484**

**B** Telephone number (see instructions): \_\_\_\_\_

**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

**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) **\$ 5,180,152.**

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>					
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	123,913.	119,813.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	140,950.			
b	Gross sales price for all assets on line 6a <b>855,373.</b>				
7	Capital gain net income (from Part IV, line 2)		135,862.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		1,241.		STMT 1
12	<b>Total. Add lines 1 through 11</b>	<b>264,863.</b>	<b>256,916.</b>		
13	Compensation of officers, directors, trustees, etc.	64,449.	45,114.		19,335.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <b>STMT 2</b>	2,151.	NONE	NONE	2,151.
c	Other professional fees (attach schedule)	26,700.	128.		26,700.
17	Interest				
18	Taxes (attach schedule) (see instructions) <b>STMT 3</b>	3,707.	458.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>STMT 4</b>	250.	663.		250.
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>97,257.</b>	<b>46,363.</b>	<b>NONE</b>	<b>48,436.</b>
25	Contributions, gifts, grants paid	248,000.			248,000.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>345,257.</b>	<b>46,363.</b>	<b>NONE</b>	<b>296,436.</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-80,394.			
b	Net investment income (if negative, enter -0-)		210,553.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED MAY 21 2013

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	163,558.	113,216.	113,216.
	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	1,874,317.	1,869,262.	2,476,257.
	11 c	Investments - corporate bonds (attach schedule)			
		Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	2,437,050.	2,412,053.	2,590,679.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	4,474,925.	4,394,531.	5,180,152.	
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	<b>Total liabilities</b> (add lines 17 through 22)		NONE		
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	4,474,925.	4,394,531.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	4,474,925.	4,394,531.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	4,474,925.	4,394,531.		

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 4,474,925.
2	Enter amount from Part I, line 27a	2 -80,394.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,394,531.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 4,394,531.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b OTHER GAINS AND LOSSES</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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 846,680.		719,511.	127,169.	
b 8,693.			8,693.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			127,169.	
b			8,693.	
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 }		2 135,862.
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 instructions). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see 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 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))
2011	312,482.	5,049,527.	0.061883
2010	303,111.	4,906,695.	0.061775
2009	279,660.	4,565,620.	0.061253
2008	331,919.	5,297,685.	0.062654
2007	337,365.	6,132,977.	0.055008
2 Total of line 1, column (d)			2 0.302573
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 0.060515
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,073,752.
5 Multiply line 4 by line 3			5 307,038.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,106.
7 Add lines 5 and 6			7 309,144.
8 Enter qualifying distributions from Part XII, line 4 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			8 296,436.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	4,211.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	4,211.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	4,211.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,264.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	3,264.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	947.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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? . . . . .		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of HSEC BANK USA Telephone no (800)284-5866
Located at ONE HSEC 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See 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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? . . . . . 1b
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 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes No X
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) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
b If "Yes," did it have excess business holdings in 2012 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 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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
HSBC BANK USA PO BOX 4203, BUFFALO, NY 14240	CO-TRUSTEE As Required	58,774.		- 0 -
REV JOHN D COOKE 641 STOLLE ROAD, ELMA, NY 14059-9360	CO-TRUSTEE As Required	5,675.		

**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
NONE				

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see 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	5,039,041.
b	Average of monthly cash balances	1b	111,976.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,151,017.
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	5,151,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,265.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,073,752.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	253,688.

**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	253,688.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,211.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	249,477.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	249,477.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	249,477.

**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	296,436.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	296,436.
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	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	296,436.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				249,477.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	36,906.			
b From 2008	69,447.			
c From 2009	53,073.			
d From 2010	56,366.			
e From 2011	65,940.			
f Total of lines 3a through e	281,732.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 296,436.				
a Applied to 2011, 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 2012 distributable amount				249,477.
e Remaining amount distributed out of corpus	46,959.			
5 Excess distributions carryover applied to 2012 (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	328,691.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	36,906.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	291,785.			
10 Analysis of line 9				
a Excess from 2008	69,447.			
b Excess from 2009	53,073.			
c Excess from 2010	56,366.			
d Excess from 2011	65,940.			
e Excess from 2012	46,959.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 or e-mail 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><i>a Paid during the year</i></p> <p>SEE STATEMENT 26</p>				248,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				248,000.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FROM PASSTHROUGHS	-----	1,241.
TOTALS	=====	1,241.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING PREP FEE	2,151.			2,151.
TOTALS	2,151.	NONE	NONE	2,151.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX DUE FYE 2011	443.	
EST. TAX 1ST QTR FYE 2012	816.	
EST. TAX 2ND QTR FYE 2012	816.	
EST. TAX 3RD QTR FYE 2012	816.	
EST. TAX 4TH QTR FYE 2012	816.	
FOREIGN TAX		458.
TOTALS	3,707.	458.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS FILING FEE	250.		
CTF EXPENSES		663.	250.
TOTALS	250.	663.	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	1,874,317.	1,869,262.	2,476,257.
TOTALS	1,874,317.	1,869,262.	2,476,257.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,437,050.	2,412,053.	2,590,679.
TOTALS		2,437,050.	2,412,053.	2,590,679.

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	4,948.00	
	-----	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 4,948.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	3,745.00	
	-----	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 3,745.00 =====

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:  
ROCHESTER REHABILITATION  
CENTER, INC.  
ADDRESS:  
1000 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 ..... 2,000.

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 ..... 20,000.

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 ..... 3,000.

RECIPIENT NAME:  
NATIONAL ALLIANCE ON MENTAL ILLNESS  
NAMI ROCHESTER, MS PATRICIA SINE  
ADDRESS:  
320 N. GOODMAN STREET, SUITE 102  
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:  
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:  
FRIENDS OF GANONDAGAN  
ADDRESS:  
1488 NEW YORK 444  
VICTOR, NY 14564  
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:  
MARY CARIOLA CHILDREN'S  
CENTER  
ADDRESS:  
1000 ELMWOOD AVENUE, SUITE 100  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
501(c)(3)PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,250.

RECIPIENT NAME:  
EMPIRE STATE COLLEGE  
FOUNDATION  
ADDRESS:  
28 UNION AVE  
SARASOTA SPRINGS, NY 12866-4390  
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:  
THRESHOLD CENTER FOR ALTERNATIVE  
YOUTH SERVICES  
ADDRESS:  
57 CENTRAL PARK  
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:  
AD COUNCIL OF ROCHESTER  
ADDRESS:  
274 N. GOODMAN STREET, SUITE B269  
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:  
WILSON COMMENCEMENT  
PARK  
ADDRESS:  
251 JOSEPH AVENUE  
ROCHESTER, NY 14605  
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:  
HOUGHTON COLLEGE  
ADDRESS:  
ONE WILLARD AVENUE  
HOUGHTON, NY 14744  
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 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 ..... 3,000.

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 ..... 3,000.

RECIPIENT NAME:  
ARTS & CULTURAL COUNCIL  
FOR GREATER ROCHESTER  
ADDRESS:  
277 NORTH GOODMAN STREET  
ROCHESTER, NY 14607-1511  
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:  
URBAN LEAGUE OF ROCHESTER, INC.  
ADDRESS:  
265 N. CLINTON AVENUE  
ROCHESTER, NY 14605  
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:  
EAST HOUSE  
ADDRESS:  
1701 LAC DEVILLE BLVD  
ROCHESTER, NY 14618-5663  
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:  
NATIONAL MULTIPLE SCLEROSIS SOCIETY  
ATTN: RANDAL SIMONETTI  
ADDRESS:  
1650 SOUTH AVENUE - SUITE 100  
ROCHESTER, NY 14620-3901  
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:  
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 ..... 2,500.

RECIPIENT NAME:  
ST PAUL'S EVANGELICAL LUTHER CHURCH  
ADDRESS:  
28 LINCOLN AVE  
PITTSFORD, NY 14505  
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:  
UNITED METHODIST CHURCH  
ADDRESS:  
1050 EAST AVE  
ROCHESTER, NY 14067  
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:  
ROCHESTER BROADWAY  
THEATRE  
ADDRESS:  
885 EAST MAIN STREET  
ROCHESTER, NY 14605  
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:  
LUTHERAN CHURCH OF THE  
INCARNATE WORD  
ADDRESS:  
597 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 ..... 2,000.

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 ..... 2,000.

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:  
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 ..... 2,500.

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 ..... 7,150.

RECIPIENT NAME:  
GENESEE LAND TRUST, INC  
ADDRESS:  
46 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 ..... 5,000.

RECIPIENT NAME:  
JUDICIAL PROCESS  
COMMISSION, INC.  
ADDRESS:  
285 ORMOND STREET  
ROCHESTER, NY 14605  
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:  
MENTAL HEALTH ASSOCIATION  
OF ROCHESTER-MONROE COUNTY  
ADDRESS:  
320 NORTH GOODMAN 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 ..... 7,000.

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 ..... 3,600.

RECIPIENT NAME:  
COMMUNITY FOOD CUPBOARD  
ROCHESTER  
ADDRESS:  
P.O. BOX 31621  
ROCHESTER, NY 14604  
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 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 ..... 3,000.

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 ..... 7,000.

RECIPIENT NAME:  
LITERACY VOLUNTEERS  
OF ROAD INC.  
ADDRESS:  
1600 SOUTH AVENUE, SUITE 100  
ROCHESTER, NY 14620  
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:  
MT. SINAI INTERNATIONAL MINISTRIES  
ADDRESS:  
1731 LYELL AVENUE  
ROCHESTER, NY 14606  
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:  
COBBLESTONE SCHOOL  
ADDRESS:  
10 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 ..... 7,000.

RECIPIENT NAME:  
HEARING & SPEECH CENTER OF ROCH INC  
ADDRESS:  
1000 ELMWOOD AVE, SUITE 400  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENREAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
501(c)(3)PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
ROCHESTER AREA CRIME STOPPERS INC.  
ADDRESS:  
ONE EAST AVENUE PO BOX 40452  
ROCHESTER, NY 14604  
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:  
THE NATURE CONSERVANCY  
ATTN: BETH MCNALLY, EST ADMIN  
ADDRESS:  
4245 N FAIRFAX DR, STE 100  
ARLINGTON, VA 22203  
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:  
CHILDREN'S DYSLEXIA CENTER, INC.  
ADDRESS:  
3300 MONROE AVE  
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:  
FIRST BAPTIST CHURCH OF  
MACEDON  
ADDRESS:  
58 MAIN STREET  
MACEDON, NY 14502  
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:  
ROCHESTER AREA COMMUNITY FDN, INC.  
ADDRESS:  
500 EAST AVE  
ROCHESTER, NY 14607  
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:  
STEPPING STONES LEARNING CENTER  
CENTER  
ADDRESS:  
41 COLEBROOK DRIVE  
ROCHESTER, NY 14617  
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:  
THE COMMUNITY PLACE  
OF GREATER ROCHESTER  
ADDRESS:  
57 CENTRAL PARK  
ROCHESTER, NY 14609  
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:  
VOLUNTEERS OF AMERICA, WNY, INC.  
ATTN: MR. CARL CONKLIN  
ADDRESS:  
175 WARD ST.  
ROCHESTER, NY 14605  
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:  
CATHY MAE JOHNSON-LOMNICK  
FOUNDATION  
ADDRESS:  
160 WINBOURNE RD  
ROCHESTER, NY 14619  
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:  
EQUICENTER, INC  
ADDRESS:  
3247 RUSH MENDON RD  
HONEOYE FALLS, NY 14472  
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:  
OASIS ADAPTIVE SPORTS, INC  
ADDRESS:  
5789 WEST SHORE COVE  
HONEOYE, NY 14471  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
501(c)(3)PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
PLANNED PARENTHOOD-ROCH-SYRA REG.  
ADDRESS:  
114 UNIVERSITY AVENUE  
ROCHESTER, NY 14605  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
501(c)(3)PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,500.

TOTAL GRANTS PAID: ..... 248,000.  
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CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

HSBC Private Bank

# Holdings Summary

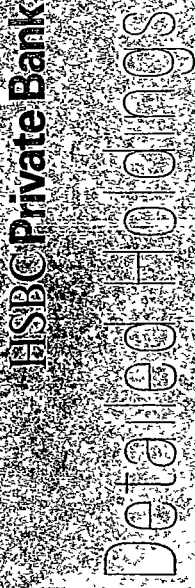
As of December 31, 2012  
Reporting Currency: USD

Description	Total Cost	Market Value*	Asset Class	% of Asset Class	% of Total Market Value
<b>Cash, Deposits and Money Markets</b>					
US Money Market Funds	112,659.64	112,659.64	99.51	99.51	2.17
Cash	555.93	555.93	0.49	0.49	0.01
<b>TOTAL CASH, DEPOSITS AND MONEY MARKETS</b>	<b>\$113,215.57</b>	<b>\$113,215.57</b>	<b>100.00</b>	<b>100.00</b>	<b>2.19</b>
<b>Fixed Income</b>					
US Fixed Income Mutual Funds	47,045.06	49,532.85	3.17	3.17	0.96
Offshore US Fixed Income Mutual Funds	105,358.21	109,318.35	6.99	6.99	2.11
Diversified Investment Funds	1,389,059.40	1,404,355.26	89.84	89.84	27.11
<b>TOTAL FIXED INCOME</b>	<b>\$1,541,462.67</b>	<b>\$1,563,206.46</b>	<b>100.00</b>	<b>100.00</b>	<b>30.18</b>
<b>Equities</b>					
US Common Stocks	1,869,261.75	2,476,257.30	70.67	70.67	47.80
Closed End Equities Mutual Funds	451,153.64	534,205.38	15.25	15.25	10.31
US Equity Mutual Funds	419,437.16	493,267.75	14.08	14.08	9.52
<b>TOTAL EQUITIES</b>	<b>\$2,739,852.55</b>	<b>\$3,503,730.43</b>	<b>100.00</b>	<b>100.00</b>	<b>67.64</b>
<b>TOTAL MARKET VALUE</b>	<b>\$4,394,530.79</b>	<b>\$5,180,152.46</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

\*Market value includes accrued income for Fixed Income Assets.



CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number 14-217520



As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
<b>Cash, Deposits and Money Markets</b>						
FIDELITY INSTL CASH U S GOVT PORT A CUSIP: 609999CT2	93,951.02	93,951.02	1.00	93,951.02	1.81	0.01
FIDELITY INSTL CASH U S GOVT PORT A - INCOME CUSIP: 609999CT2	18,708.62	18,708.62	1.00	18,708.62	0.36	0.01
U S DOLLAR - INCOME	555.93	555.93	1.00	555.93	0.01	
<b>TOTAL CASH, DEPOSITS AND MONEY MARKETS</b>		<b>\$113,215.57</b>		<b>\$113,215.57</b>	<b>2.19</b>	

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Yield to Maturity %
<b>Fixed Income</b>									
<b>US Fixed Income Mutual Funds</b>									
COLUMBIA HIGH YIELD BOND FUND Ticker: CHYZX, CUSIP: 19766F175	5,552.974	15,563.66	2.80	2,970.00	13.35	16,505.68	0.32	4,843.17	0.00
DELAWARE GROUP INCOME FDS INC DELAWARE HIGH YIELD OPPTY S FD INSTL #140 Ticker: DHOIX, CUSIP: 245908843	3,889.173	15,733.30	4.05	4,260.00	0.00	16,567.88	0.32	1,205.64	0.00
JP MORGAN HIGH YIELD SEL Ticker: OHYFX, CUSIP: 4812C0803	2,009.190	15,748.10	7.84	8,140.00	104.48	16,459.29	0.32	1,046.79	0.00
<b>Total US Fixed Income Mutual Funds</b>		<b>\$47,045.06</b>			<b>\$117.83</b>	<b>\$49,532.85</b>	<b>0.96</b>	<b>\$7,095.60</b>	





CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

**HSBC Private Bank**  
**Detailed Holdings**

As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Yield to Maturity %
<b>Fixed Income (continued)</b>									
<b>Offshore US Fixed Income Mutual Funds</b>									
GOLDMAN SACHS EMERGING MARKETS DEBT FUND Ticker: GSDIX, CUSIP: 38143H886	2,063.227	26,461.86	12.83	13.7200	8.01	28,315.48	0.55	2,924.22	0.00
MFS SER TR X EMERGING MKTS DEBT FD CL I Ticker: MEDIX, CUSIP: 55273E640	1,744.547	25,965.83	14.88	16.3300	5.22	28,493.67	0.55	1,903.48	0.00
PIMCO FOREIGN BOND FUND UNHEDGED Ticker: PFUIX, CUSIP: 722005220	4,821.428	52,930.52	10.98	10.8900	3.85	52,509.20	1.01	1,405.36	0.00
<b>Total Offshore US Fixed Income Mutual Funds</b>		<b>\$105,358.21</b>			<b>\$17.08</b>	<b>\$109,318.35</b>	<b>2.11</b>	<b>\$6,233.06</b>	
<b>Diversified Investment Funds</b>									
HSBC BANK USA NA TAXABLE BOND FUND Ticker: DBTF, CUSIP: 56899BADO	24,944.209	1,389,059.40	55.69	56.1592	3,508.42	1,404,355.26	27.11	41,447.05	0.00
<b>Total Diversified Investment Funds</b>		<b>\$1,389,059.40</b>			<b>\$3,508.42</b>	<b>\$1,404,355.26</b>	<b>27.11</b>	<b>\$41,447.05</b>	
<b>TOTAL FIXED INCOME</b>		<b>\$1,541,462.67</b>			<b>\$3,643.33</b>	<b>\$1,563,206.46</b>	<b>30.18</b>	<b>\$54,775.71</b>	



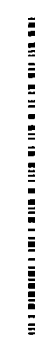
HSBC Private Bank

# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities</b>							
<b>US Common Stocks</b>							
3M CO Ticker MMM, CUSIP 88579Y101	131.00	8,812.72	92.8500	12,163.35	0.23	309.16	2.54
ALPHA NATURAL RESOURCES, INC Ticker ANR, CUSIP: 02076X102	3,490.00	23,969.32	9.7400	33,992.60	0.66	0.00	0.00
APPLE INC Ticker AAPL, CUSIP: 037833100	145.00	8,202.90	532.1729	77,165.07	1.49	1,537.00	1.99
AT & T INC Ticker: T, CUSIP 00206R102	1,286.00	36,275.13	33.7100	43,351.06	0.84	2,314.80	5.34
AUTOMATIC DATA PROCESSING INC Ticker: ADP, CUSIP 053015103	861.00	38,583.38	56.9300	49,016.73	0.95	1,498.14	3.06
BANK OF AMERICA CORP Ticker: BAC, CUSIP 060505104	2,992.00	47,113.75	11.6100	34,737.12	0.67	119.68	0.34
BRINKER INTL INC Ticker EAT, CUSIP 109641100	1,158.00	21,766.58	30.9900	35,886.42	0.69	926.40	2.58
BRISTOL MYERS SQUIBB CO Ticker BMY, CUSIP: 110122108	1,113.00	34,704.00	32.5900	36,272.67	0.70	1,558.20	4.30
CAPITAL ONE FINANCIAL CORP Ticker COF, CUSIP 14040H105	1,117.00	55,979.93	57.9300	64,707.81	1.25	223.40	0.35
CATERPILLAR INC Ticker: CAT, CUSIP 149123101	300.00	8,372.48	89.6085	26,882.55	0.52	624.00	2.32
CHEVRON CORPORATION Ticker CVX, CUSIP: 166764100	535.00	39,879.21	108.1400	57,854.90	1.12	1,926.00	3.33





HSBC Private Bank

# Detailed Holdings

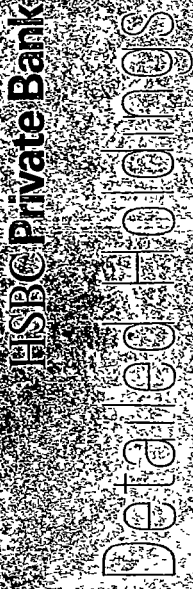
CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
CHUBB CORP Ticker: CB, CUSIP: 171232101	697.00	40,649.04	75.3200	52,498.04	1.01	1,143.08	2.18
CISCO SYSTEMS INC Ticker: CSCO, CUSIP: 17275R102	2,306.00	44,225.46	19.6494	45,311.52	0.87	1,291.36	2.85
CITRIX SYS INC Ticker: CTXS, CUSIP: 177376100	731.00	38,773.21	65.6200	47,968.22	0.93	0.00	0.00
COACH INC Ticker: COH, CUSIP: 18975A104	623.00	36,427.25	55.5100	34,582.73	0.67	747.60	2.16
COLGATE PALMOLIVE CO Ticker: CL, CUSIP: 19416Z103	583.00	26,736.38	104.5400	60,946.82	1.18	1,445.84	2.37
CONAGRA FOODS INC Ticker: CAG, CUSIP: 205887102	1,670.00	41,718.93	29.5000	49,265.00	0.95	1,670.00	3.39
DANAHER CORP Ticker: DHR, CUSIP: 235851102	978.00	36,130.41	55.9000	54,670.20	1.06	97.80	0.18
DEVON ENERGY CORPORATION NEW Ticker: DVN, CUSIP: 25179M103	466.00	33,812.96	52.0400	24,250.64	0.47	372.80	1.54
DISNEY WALT CO NEW Ticker: DIS, CUSIP: 254687106	679.00	19,235.13	49.7900	33,807.41	0.65	509.25	1.51
DOLLAR GENERAL CORP Ticker: DG, CUSIP: 256677105	494.00	25,375.75	44.0900	21,780.46	0.42	0.00	0.00
DU PONT E I DE NEMOURS & CO Ticker: DD, CUSIP: 263534109	798.00	30,279.19	44.9785	35,892.84	0.69	1,372.56	3.82



CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520



As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
EMC CORP MASS Ticker: EMC, CUSIP 268648102	1,826.00	47,677.95	25.3000	46,197.80	0.89	0.00	0.00
EXPRESS SCRIPTS HLDG Ticker: ESRX, CUSIP 30219G108	689.00	11,558.75	54.0000	37,206.00	0.72	0.00	0.00
EXXON MOBIL CORPORATION Ticker: XOM, CUSIP 30231G102	1,148.00	41,083.86	86.5500	99,359.40	1.92	2,617.44	2.63
FREEMPORTMCMORAN COPPERAND GOLD INC Ticker: FCX, CUSIP 35671D857	1,104.00	45,640.83	34.2000	37,756.80	0.73	1,380.00	3.65
GENERAL ELECTRIC CORP Ticker: GE, CUSIP 369604103	3,449.00	23,828.91	20.9900	72,394.51	1.40	2,621.24	3.62
GILEAD SCIENCES INC Ticker: GILD, CUSIP 375558103	1,085.00	45,758.86	73.4500	79,693.25	1.54	0.00	0.00
GOOGLE INC-CL A Ticker: GOOG, CUSIP 38259P508	78.00	45,398.73	707.3800	55,175.64	1.07	0.00	0.00
ILLINOIS TOOL WKS INC Ticker: ITW, CUSIP 452308109	682.00	34,914.35	60.8100	41,472.42	0.80	1,036.64	2.50
INTL BUSINESS MACHINES CORP Ticker: IBM, CUSIP 459200101	103.00	18,535.79	191.5500	19,729.65	0.38	350.20	1.77
JOHNSON & JOHNSON Ticker: JNJ, CUSIP 478160104	814.00	43,232.18	70.1000	57,061.40	1.10	1,986.16	3.48
JP MORGAN CHASE & CO Ticker: JPM, CUSIP 46625H100	999.00	40,829.61	43.9691	43,925.13	0.85	1,198.80	2.73





CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

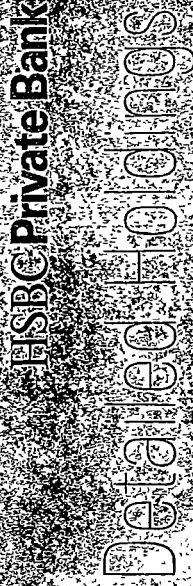
HSBC Private Bank  
Detailed Holdings

As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
LEXINGTON REALTY TRUST Ticker: LXP, CUSIP: 529043101	5,539.00	36,997.76	10.4500	57,882.55	1.12	3,323.40	5.74
LOWES COS INC Ticker: LOW, CUSIP: 548661107	1,518.00	41,945.10	35.5200	53,919.36	1.04	971.52	1.80
MARATHON OIL CORP Ticker: MRO, CUSIP: 565849106	1,253.00	27,955.96	30.6600	38,416.98	0.74	852.04	2.22
MCCORMICK & CO INC Ticker: MKC, CUSIP: 579780206	769.00	30,013.18	63.5300	48,854.57	0.94	1,045.84	2.14
MCDONALDS CORP Ticker: MCD, CUSIP: 580135101	385.00	35,973.83	88.2100	33,960.85	0.66	1,185.80	3.49
MERCK & CO INC Ticker: MRK, CUSIP: 58933Y105	1,175.00	44,450.30	40.9400	48,104.50	0.93	2,021.00	4.20
METLIFE INC Ticker: MET, CUSIP: 59156R108	866.00	26,149.33	32.9400	28,526.04	0.55	640.84	2.25
MONSANTO CO NEW Ticker: MON, CUSIP: 61166W101	305.00	17,447.70	94.6500	28,868.25	0.56	457.50	1.58
ORACLE CORPORATION Ticker: ORCL, CUSIP: 68389X105	804.00	23,234.42	33.3200	26,789.28	0.52	192.96	0.72
PEPSICO INC Ticker: PEP, CUSIP: 713448108	702.00	42,957.55	68.4300	48,037.86	0.93	1,509.30	3.14
PFIZER INC Ticker: PFE, CUSIP: 717081103	1,081.00	30,511.68	25.0793	27,110.72	0.52	1,037.76	3.83



CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number. 14-217520

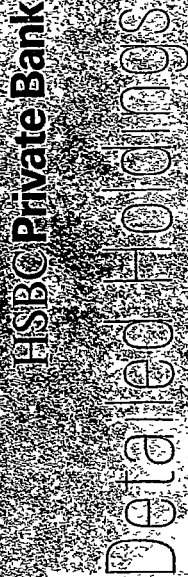


As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
PRAXAIR INC Ticker PX, CUSIP 74005P104	232.00	13,083.60	109.4500	25,392.40	0.49	510.40	2.01
PROCTER & GAMBLE CO Ticker: PG, CUSIP 742718109	677.00	37,630.15	67.8900	45,961.53	0.89	1,521.90	3.31
PUBLIC SVC ENTERPRISE GROUP INC Ticker PEG, CUSIP: 744573106	1,566.00	50,029.16	30.6000	47,919.60	0.93	2,223.72	4.64
QUALCOMM INC Ticker QCOM, CUSIP 747525103	789.00	43,546.11	61.8596	48,807.22	0.94	789.00	1.62
RAYTHEON COMPANY Ticker RTN, CUSIP 755111507	900.00	33,715.06	57.5600	51,804.00	1.00	1,800.00	3.47
SCHLUMBERGER LTD Ticker: SLB, CUSIP: 806857108	287.00	17,027.65	69.2986	19,888.70	0.38	315.70	1.59
STARBUCKS CORP Ticker: SBUX, CUSIP: 855244109	656.00	35,455.30	53.6300	35,181.28	0.68	551.04	1.57
T ROWE PRICE GROUP INC Ticker TROW, CUSIP 74144T108	382.00	13,948.56	65.1171	24,874.73	0.48	519.52	2.09
THE MOSAIC COMPANY Ticker MOS, CUSIP: 61945C103	443.00	25,285.73	56.6300	25,087.09	0.48	443.00	1.77
THERMO FISHER SCIENTIFIC INC Ticker TMO, CUSIP 883556102	409.00	26,220.99	63.7800	26,086.02	0.50	245.40	0.94
UNDER ARMOUR-A Ticker UA, CUSIP: 904311107	570.00	20,858.43	48.5300	27,662.10	0.53	0.00	0.00



CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520



As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
UNITED TECHNOLOGIES CORP Ticker: UTX, CUSIP: 913017109	435.00	24,109.75	82.0100	35,674.35	0.69	930.90	2.61
UNITEDHEALTH GROUP INC Ticker: UNH, CUSIP: 91324P102	995.00	33,422.35	54.2400	53,968.80	1.04	845.75	1.57
WELLS FARGO & CO Ticker: WFC, CUSIP: 949746101	1,302.00	41,809.17	34.1800	44,502.36	0.86	1,145.76	2.57
<b>Total US Common Stocks</b>		<b>\$1,869,261.75</b>		<b>\$2,476,257.30</b>	<b>47.80</b>	<b>\$55,957.60</b>	
<b>Closed End Equities Mutual Funds</b>							
ISHARES CORE S&P MIDCAP ETF Ticker: IJH, CUSIP: 464287507	899.00	69,945.16	101.7000	91,428.30	1.77	1,304.45	1.43
ISHARES INC MSCI EAFE INDEX FD Ticker: EFA, CUSIP: 464287465	1,563.00	85,011.57	56.8600	88,872.18	1.72	2,749.32	3.09
ISHARES INC RUSSELL 2000 VALUE INDEX FD Ticker: IWN, CUSIP: 464287630	839.00	38,290.45	75.5100	63,352.89	1.22	1,585.71	2.50
ISHARES INC RUSSELL 2000 INDEX FD Ticker: IWM, CUSIP: 464287655	1,433.00	107,986.07	84.3178	120,827.41	2.33	2,417.47	2.00
ISHARES S&P MIDCAP 400/BARRA VALUE INDEX FUND Ticker: IJJ, CUSIP: 464287705	788.00	43,769.24	88.1400	69,454.32	1.34	1,321.48	1.90



CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

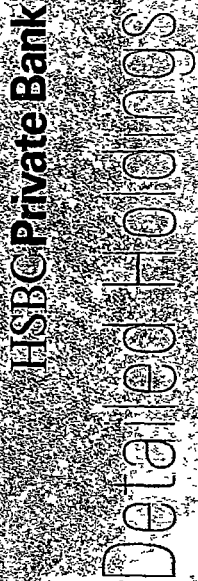


As of December 31, 2012  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
POWERSHARES DB AGRICULTURE FUND Ticker DBA, CUSIP: 739368408	1,576.00	52,446.51	27.9500	44,049.20	0.85	0.00	0.00
SPDR GOLD TRUST Ticker GLD, CUSIP: 78463V107	347.00	53,704.64	162.0204	56,221.08	1.09	0.00	0.00
<b>Total Closed End Equities Mutual Funds</b>		<b>\$451,153.64</b>		<b>\$534,205.38</b>	<b>10.31</b>	<b>\$9,378.43</b>	
<b>US Equity Mutual Funds</b>							
HARDING LOEVNER INTL EQUITY PORT Ticker HLMIX, CUSIP 412295107	3,023.11	42,596.27	15.9400	48,188.36	0.93	0.00	0.00
IVY MID CAP GROWTH FUND Ticker IVMIX, CUSIP 466001609	4,835.13	83,885.95	19.3600	93,608.14	1.81	0.00	0.00
JOHN HANCOCK III DISCIPLINED VALUE MID CAP FUND Ticker JVMIX, CUSIP 47803W406	4,290.22	50,724.67	13.3000	57,059.97	1.10	0.00	0.00
LORD ABBETT DEVELOPING GROWTH FUND Ticker LADYX, CUSIP: 544006505	2,857.47	41,883.94	21.4700	61,349.95	1.18	0.00	0.00
MFS INTERNATIONAL GROWTH FUND Ticker MOGIX, CUSIP: 55273E848	1,768.80	25,826.21	27.5600	48,748.16	0.94	507.65	1.04



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Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
MFS INTERNATIONAL VALUE FUND Ticker: MINIX, CUSIP: 55273E8Z2	4,726.68	127,368.10	28.1700	133,150.47	2.57	2,429.51	1.82
VIRTUS QUALITY SMALL-CAP FUND Ticker: PXOSX, CUSIP: 92828N668	4,073.46	47,152.02	12.5600	51,162.70	0.99	1,132.42	2.21
<b>Total US Equity Mutual Funds</b>		<b>\$419,437.16</b>		<b>\$493,267.75</b>	<b>9.52</b>	<b>\$4,069.58</b>	
<b>TOTAL EQUITIES</b>		<b>\$2,739,852.55</b>		<b>\$3,503,730.43</b>	<b>67.64</b>	<b>\$69,405.61</b>	
<b>TOTAL MARKET VALUE</b>		<b>\$4,394,530.79</b>		<b>\$5,180,152.46</b>	<b>100.00</b>	<b>\$124,192.59</b>	