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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
MAX AND MARIAN FARASH CHARITABLE FOUNDATION

A Employer identification number
22-2948675

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
255 EAST AVENUE

B Telephone number
585-218-9855

City or town, state, and ZIP code
ROCHESTER, NY 14604

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 257,912,246.

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

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

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

		(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	971,774.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,827.	19,827.		STATEMENT 2
	4 Dividends and interest from securities	966,252.	966,252.		STATEMENT 3
	5a Gross rents	42,838,738.	42,674,027.		STATEMENT 4
	b Net rental income or (loss) 9,463,192.				STATEMENT 5
	6a Net gain or (loss) from sale of assets not on line 10	18,325,846.			STATEMENT 1
	b Gross sales price for all assets on line 6a 69,464,661.				
	7 Capital gain net income (from Part IV, line 2)		12,629,832.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	63,122,437.	56,289,938.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	203,000.	58,000.		145,000.
	14 Other employee salaries and wages	553,076.	0.		553,076.
	15 Pension plans, employee benefits	90,484.	0.		90,484.
	16a Legal fees STMT 6	354,857.	139,858.		587,174.
	b Accounting fees STMT 7	295,707.	127,146.		0.
	c Other professional fees STMT 8	1,678,401.	485,748.		84,266.
	17 Interest	2,222,541.	2,222,541.		0.
	18 Taxes STMT 9	6,266,969.	5,897,739.		32,230.
	19 Depreciation and depletion	6,192,963.	11,062,513.		
	20 Occupancy	107,095.	0.		107,095.
	21 Travel, conferences, and meetings	22,981.	0.		21,547.
	22 Printing and publications	2,401.	0.		2,401.
	23 Other expenses STMT 10	18,950,128.	19,101,627.		126,522.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,940,603.	39,095,172.		1,749,795.
	25 Contributions, gifts, grants paid	8,418,881.			6,965,011.
	26 **Total expenses and disbursements** Add lines 24 and 25	45,359,484.	39,095,172.		8,714,806.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,762,953.			
	b **Net investment income** (if negative, enter -0-)		17,194,766.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,847,450.	11,740,883.	11,740,883.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,297,642.	5,165,358.	5,165,358.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	3,650,812.	9,990,315.	9,990,315.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 29,651,003.			
	Less accumulated depreciation ▶	202,862,678.	29,651,003.	29,651,003.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	32,253,378.	72,150,096.	72,150,096.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 14)	0.	129,214,591.	129,214,591.
	16 **Total assets** (to be completed by all filers)	252,911,960.	257,912,246.	257,912,246.
Liabilities	17 Accounts payable and accrued expenses	1,295,501.	741,363.	
	18 Grants payable	55,770.	9,640.	
	19 Deferred revenue	3,861,899.	3,394,384.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	55,788,045.	40,828,613.	
	22 Other liabilities (describe ▶ STATEMENT 15)	30,000.	1,667,000.	
	23 **Total liabilities** (add lines 17 through 22)	61,031,215.	46,641,000.	
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	2,775,824.	2,775,824.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	189,104,921.	208,495,422.	
	30 **Total net assets or fund balances**	191,880,745.	211,271,246.	
	31 **Total liabilities and net assets/fund balances**	252,911,960.	257,912,246.	

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	191,880,745.
2	Enter amount from Part I, line 27a	2	17,762,953.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,627,548.
4	Add lines 1, 2, and 3	4	211,271,246.
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	211,271,246.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	69,464,661.	8,539,803.	65,374,632.	12,629,832.

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				
b				
c				
d				
e				12,629,832.

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	12,629,832.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	3,026,800.	175,459,860.	.017251
2010	1,116,870.	11,319,498.	.098668
2009	207,570.	9,657,266.	.021494
2008	273,378.	4,308,306.	.063454
2007	209,690.	5,079,490.	.041282

2 **Total** of line 1, column (d)	2	.242149
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	.048430
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	199,192,916.
5 Multiply line 4 by line 3	5	9,646,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	171,948.
7 Add lines 5 and 6	7	9,818,861.
8 Enter qualifying distributions from Part XII, line 4	8	10,259,672.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	171,948.
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	171,948.
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	171,948.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 152,728.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 330,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	482,728.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	310,780.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 310,780. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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) STMT 16	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 ▶ WWW.FARASHFOUNDATION.ORG

14 The books are in care of ▶ SUSAN ROSENBLOOM Telephone no. ▶ 585-218-9855
Located at ▶ 255 EAST AVENUE, ROCHESTER, NY ZIP+4 ▶ 14604

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

			Yes	No
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		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.

			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 instructions)?	1b		X
	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			
	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		203,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HOLLIS S. BUDD 255 EAST AVENUE, ROCHESTER, NY 14604	EXECUTIVE DIRECTOR 40.00	223,904.	23,417.	0.
ISOBEL GOLDMAN 255 EAST AVENUE, ROCHESTER, NY 14604	DIRECTOR OF GRANTS & PROGRAMS 40.00	153,945.	14,987.	0.
SUSAN ROSENBLOOM 255 EAST AVENUE, ROCHESTER, NY 14604	DIRECTOR OF FINANCE AND ADMINISTRAT 40.00	98,778.	8,957.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CABOT GROUP 130 LINDEN OAKS, ROCHESTER, NY 14625	PROPERTY MANAGEMENT	1,732,483.
HARTER SECREST & EMERY, LLP 1600 BAUSH & LOMB PLACE, ROCHESTER, NY 14604	LEGAL	584,944.
CBRE - 120 CORPORATE WOODS, STE 210, ROCHESTER, NY 14623	REAL ESTATE INVESTMENT	551,000.
EFP ROTENBERG, LLP - 280 KENNETH DRIVE, STE 100, ROCHESTER, NY 14623	ACCOUNTING	207,922.
BOYLAN CODE, LLP 2400 CHASE SQUARE, ROCHESTER, NY 14604	LEGAL	67,400.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	43,501,033.
b	Average of monthly cash balances		1b	9,682,108.
c	Fair market value of all other assets		1c	149,043,170.
d	**Total** (add lines 1a, b, and c)		1d	202,226,311.
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	202,226,311.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	3,033,395.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	199,192,916.
6	**Minimum investment return** Enter 5% of line 5		6	9,959,646.

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	9,959,646.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 171,948.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	171,948.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	9,787,698.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	9,787,698.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	9,787,698.

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	8,714,806.
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	44,866.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	1,500,000.
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	10,259,672.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	171,948.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,087,724.

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				9,787,698.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,504,122.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 10,259,672.				
a Applied to 2011, but not more than line 2a			5,504,122.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				4,755,550.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,032,148.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SUMMARY OF GRANTS AND CONTRIBUTIONS	NONE	PUBLIC CHARITY	CHARITABLE PURPOSE	6,965,011.
Total			▶ 3a	6,965,011.
b *Approved for future payment*				
CHARITABLE SET-ASIDE	NONE	PUBLIC CHARITY	CHARITABLE PURPOSE	1,500,000.
SEE ATTACHED SUMMARY OF GRANTS AND CONTRIBUTIONS	NONE	PUBLIC CHARITY	CHARITABLE PURPOSE	9,640.
Total			▶ 3b	1,509,640.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	19,827.	
4 Dividends and interest from securities			14	966,252.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			17	9,463,192.	
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	18,325,846.	
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.		28,775,117.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 28,775,117.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

X [signature] X 11-14-13 EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
VINCENT J. TOMEI, III CPA	[signature] CPA	11/12/13		P00936595
Firm's name ▶ EFP ROTENBERG LLP			Firm's EIN ▶ 26-4298079	
Firm's address ▶ 280 KENNETH DRIVE ROCHESTER, NY 14623			Phone no. (585) 427-8900	

Form **990-PF** (2012)

223622 12-05-12

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	M&T A/C 1042231 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	M&T A/C 1042232 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	VARIOUS REAL ESTATE HOLDINGS	D		
d	M&T A/C 1042225 - SEE ATTACHED	P	VARIOUS	VARIOUS
e	M&T A/C 1042230 - SEE ATTACHED	P	VARIOUS	VARIOUS
f	M&T A/C 1042230 - SEE ATTACHED	P	VARIOUS	VARIOUS
g	BANK OF AMERICA - A/C 8041	P	VARIOUS	VARIOUS
h	M&T A/C 1042225 - SEE ATTACHED	P	VARIOUS	VARIOUS
i	M&T A/C 1042024 - SEE ATTACHED	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	81,100.		83,374.	-2,274.
b	2,804,076.		2,925,214.	-121,138.
c	58,565,200.	8,539,803.	55,915,878.	11,189,125.
d	40,648.		41,967.	-1,319.
e	309,517.		290,228.	19,289.
f	54,393.		46,705.	7,688.
g	29.			29.
h	5,954,504.		5,365,092.	589,412.
i	753,000.		706,174.	46,826.
j	902,194.			902,194.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,274.
b				-121,138.
c				11,189,125.
d				-1,319.
e				19,289.
f				7,688.
g				29.
h				589,412.
i				46,826.
j				902,194.
k				
l				
m				
n				
o				

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	12,629,832.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042231 - SEE ATTACHED		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,100.	83,374.	0.	0.	-2,274.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042232 - SEE ATTACHED		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,804,076.	2,925,214.	0.	0.	-121,138.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VARIOUS REAL ESTATE HOLDINGS		DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,565,200.	49,124,931.	1,094,933.	8,539,803.	16,885,139.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042225 - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,648.	41,967.	0.	0.	-1,319.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042230 - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
309,517.	290,228.	0.	0.	19,289.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042230 - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,393.	46,705.	0.	0.	7,688.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK OF AMERICA - A/C 8041	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29.	0.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042225 - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,954,504.	5,365,092.	0.	0.	589,412.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
M&T A/C 1042024 - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
753,000.	706,174.	0.	0.	46,826.

CAPITAL GAINS DIVIDENDS FROM PART IV	902,194.
TOTAL TO FORM 990-PF, PART I, LINE 6A	18,325,846.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST - HOLDINGS	497.
M&T - SECURITY DEPOSIT ACCOUNTS	19,330.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,827.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	124.	0.	124.
DIVIDENDS - HOLDINGS	86.	0.	86.
M&T	1,868,236.	902,194.	966,042.
TOTAL TO FM 990-PF, PART I, LN 4	1,868,446.	902,194.	966,252.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	42,838,738.
TOTAL TO FORM 990-PF, PART I, LINE 5A		42,838,738.

FORM 990-PF RENTAL EXPENSES STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
ADVERTISING		634,990.	
AMORTIZATION EXPENSE		4,611.	
BUILDING MAINTENANCE & SUPPLIES		843,099.	
DEPRECIATION		6,129,544.	
EQUIPMENT REPAIRS & RENTAL		19,604.	
INSURANCE		1,467,140.	
INTEREST EXPENSE		2,222,541.	
LAWN, SNOW AND PARKING LOT MAINTENANCE		1,039,671.	
LEGAL - REAL ESTATE		114,437.	
MANAGEMENT COMPANY CHARGE - LABOR		4,954,126.	
MANAGEMENT FEES		1,732,483.	
OFFICE EXPENSE		915,998.	
REAL ESTATE TAXES		5,897,739.	
REPAIRS AND MAINTENANCE RENTAL		2,280,060.	
TELEPHONE & UTILITIES		4,651,530.	
PROFESSIONAL SERVICES		373,748.	
ACCOUNTING - REAL ESTATE		94,225.	
- SUBTOTAL -	1		33,375,546.
TOTAL RENTAL EXPENSES			33,375,546.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			9,463,192.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	240,420.	25,421.		587,174.
LEGAL - REAL ESTATE	114,437.	114,437.		0.
TO FM 990-PF, PG 1, LN 16A	354,857.	139,858.		587,174.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	201,482.	32,921.		0.
ACCOUNTING - REAL ESTATE	94,225.	94,225.		0.
TO FORM 990-PF, PG 1, LN 16B	295,707.	127,146.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE SERVICES	157,720.	68,000.		76,266.
OTHER PROFESSIONAL SERVICES	52,000.	44,000.		8,000.
SELLING EXPENSES	1,094,933.	0.		0.
PROFESSIONAL SERVICES	373,748.	373,748.		0.
TO FORM 990-PF, PG 1, LN 16C	1,678,401.	485,748.		84,266.

FORM 990-PF		TAXES		STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	337,000.	0.		0.
PAYROLL TAXES	32,230.	0.		32,230.
REAL ESTATE TAXES	5,897,739.	5,897,739.		0.
TO FORM 990-PF, PG 1, LN 18	6,266,969.	5,897,739.		32,230.

FORM 990-PF		OTHER EXPENSES		STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	204,543.	204,543.		0.
ADVERTISING	4,952.	0.		4,952.
FFREM - MANAGER FEES	52,000.	52,000.		0.
DUES AND SUBSCRIPTIONS	5,822.	0.		5,822.
EQUIPMENT REPAIRS	4,676.	0.		4,676.
INSURANCE	49,468.	24,582.		28,784.
OFFICE EXPENSE	44,048.	698.		43,350.
POSTAGE	1,266.	0.		1,266.
SUPPLIES	6,471.	0.		6,008.
PAYROLL FEES	4,582.	0.		3,390.
OTHER EXPENSES - ACCRUAL TO CASH	0.	276,467.		0.
REPAIRS & MAINTENCE	200.	0.		200.
LICENSE AND FEES	2,550.	25.		2,525.
JANITORIAL & TRASH	10,800.	0.		10,800.
TELEPHONE & UTILITIES	15,438.	0.		14,749.
ADVERTISING	634,990.	634,990.		0.
BUILDING MAINTENANCE & SUPPLIES	843,099.	843,099.		0.
EQUIPMENT REPAIRS & RENTAL	19,604.	19,604.		0.
INSURANCE	1,467,140.	1,467,140.		0.
LAWN, SNOW AND PARKING LOT MAINTENANCE	1,039,671.	1,039,671.		0.
MANAGEMENT COMPANY CHARGE - LABOR	4,954,126.	4,954,126.		0.
MANAGEMENT FEES	1,732,483.	1,732,483.		0.
OFFICE EXPENSE	915,998.	915,998.		0.
REPAIRS AND MAINTENANCE RENTAL	2,280,060.	2,280,060.		0.
TELEPHONE & UTILITIES	4,651,530.	4,651,530.		0.
AMORTIZATION	4,611.	4,611.		0.
TO FORM 990-PF, PG 1, LN 23	18,950,128.	19,101,627.		126,522.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
UNREALIZED GAIN (LOSS) ON INVESTMENTS	1,627,548.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,627,548.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,990,315.	9,990,315.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,990,315.	9,990,315.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	25,414,231.	25,414,231.
MONEY MARKET FUNDS	COST	2,293,741.	2,293,741.
MUTUAL FUNDS/ FIXED INCOME	FMV	44,442,124.	44,442,124.
TOTAL TO FORM 990-PF, PART II, LINE 13		72,150,096.	72,150,096.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS HELD FOR RESALE	0.	129,214,591.	129,214,591.
TO FORM 990-PF, PART II, LINE 15	0.	129,214,591.	129,214,591.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	30,000.	167,000.
GRANTS PAYABLE - SET ASIDE	0.	1,500,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	30,000.	1,667,000.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 16
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
435 WEST COMMERCIAL STREET	16-1177076

ADDRESS

919 WINTON ROAD SOUTH
ROCHESTER, NY 14618

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
RIDGEDALE MANOR I	16-6152932

ADDRESS

919 WINTON ROAD SOUTH
ROCHESTER, NY 14618

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MATTHEW AROESTY 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE 3.00	4,000.	0.	0.
KENNETH D. BELL 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & TREASURER 6.50	24,000.	0.	0.
LYNN FARASH 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE 3.00	12,000.	0.	0.
EDWARD HOURIHAN, JR 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE 3.00	4,000.	0.	0.
THOMAS H. JACKSON 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & COMMITTEE CHAIR 6.00	15,000.	0.	0.
HOWARD KONAR 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & COMMITTEE CHAIR 8.00	38,000.	0.	0.
THERESA MAZZULO 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & COMMITTEE CHAIR 6.00	15,000.	0.	0.
HOFFMAN MOKA LANTUM, MD, PHD 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE COMMITTEE CHAIR & SECRETARY 7.50	15,000.	0.	0.
NATHAN J. ROBFOGEL, ESQ. 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & CHAIR 15.00	60,000.	0.	0.
DR. ALVIN L. URELES, MD 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE & VICE CHAIR 4.50	12,000.	0.	0.

GREGORY WOLCOTT 255 EAST AVENUE ROCHESTER, NY 14604	TRUSTEE 3.00	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		203,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANT APPLICATIONS ARE PROCESSED THROUGH THE FOUNDATION'S ONLINE GRANT MANAGEMENT SOFTWARE SYSTEM.

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATIONS ARE ACCESSED THROUGH THE FOUNDATION WEBSITE TO THE GRANT MANAGEMENT SOFTWARE SYSTEM.

ANY SUBMISSION DEADLINES

GRANT SUBMISSION DEADLINES ARE POSTED ON THE FOUNDATION WEBSITE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANT GUIDELINES AND CRITERIA ARE POSTED ON THE FOUNDATION WEBSITE.

Farash Foundation Holdings, LLC
January through December 2012

Grant Expense

Name	Amount
Action for a Better Community, Inc.	21,000.00
Al Sigl Community of Agencies	2,500.00
Alternatives for Battered Women	5,000.00
American Jewish Joint Distribution Comm	300,000.00
Arts & Cultural Council of Greater Roches	1,000.00
Asbury First United Methodist Church	10,000.00
ASRAS - Rochester Academy of Science	10,000.00
Baden Street Settlement	21,800.00
Be The Change, Inc.	1,000.00
Biz Kid$	20,000.00
Borinquen Dance Theatre	2,500.00
Boy Scouts of America Seneca Waterways Co	22,400.00
Boys & Girls Club of Geneva	25,000.00
Boys & Girls Clubs of Rochester	45,000.00
Brockport Foundation, Inc.	2,500.00
Buckner, Tillett, Rossi, Cahill & Assoc.	1,500.00
Cameron Community Ministries	1,395.00
Catholic Family Center	37,000.00
Center for Disability Rights, Inc.	5,000.00
Center for Governmental Research	18,750.00
Center for Youth	2,500.00
Chabad Lubavitch of Rochester	65,000.00
Colgate Rochester Crozer Divinity School	16,900.00
Compeer Rochester, Inc.	25,000.00
Congregation Beth Hakneses Hachodosh	5,000.00
Congregation Beth Hamedresh - Beth Israel	14,800.00
Congregation Beth Sholom	30,000.00
Congregation Etz Chaim	5,000 00
Congregation Light of Israel	96,000.00
Cornell University	19,800.00
Costich Engineering	1,050.00
Daystar for Medically Fragile Children	10,000.00
Dazzle School	21,425.00
Downtown Special Services, Inc.	15,000.00
East House	20,000.00
Campus For Jewish Education	5,500.00
Environmental Resources, LLC	7,000.00
EquiCenter, Inc.	24,000.00
Farash Center for Astronomical Obs.	25,000.00
Finger Lakes Community College Foundation	17,190.50
Campus For Jewish Education	13,452.70
Foodlink, Inc.	113,000.00
Friends of Ganondagan	85,000.00
Friends of Garden Aerial	2,500.00
Friends of Israel Disabled Veterans	25,000.00
Friends of Mount Hope Cemetery	10,000.00
Friends of School of the Arts	16,143.00
Full Circle Home	3,500.00
Garth Fagan Dance Company	5,000.00
Genesee Center for the Arts & Education	26,829.00
Geneva Theatre Guild, Inc.	28,000.00

Farash Foundation Holdings, LLC
January through December 2012

Name	Amount
George Eastman House	20,000.00
Geva Theatre Center	10,000.00
Greater Rochester Enterprise	85,000.00
Harold Grinspoon Foundation	100,000.00
Campus For Jewish Education	20,567.50
Heritage Christian Services	70,000.00
Hickok Center for Brain Injury, Inc.	4,000.00
High Tech Rochester Inc.	100,000.00
Hillel Community Day School	70,000.00
Hillside Work Scholarship Connection	50,000.00
Hobart and William Smith Colleges	78,476.02
Hochstein School of Music & Dance	130,139.00
Holy Cross Catholic School	3,500.00
Hope Hall	70,000.00
Hope Initiatives, CDC Inc.	68,000.00
House of Mercy	16,635.00
Housing Council	25,000.00
HUGS Foundation, Inc	5,000.00
ImageOut	4,000.00
INTERVOL, Inc.	2,500.00
Jet X	42.23
Jewish Community Center of Gr. Roch	790,000.00
Jewish Family Service of Rochester, Inc	161,500.00
Jewish Community Federation of Greater Rochest	857,770.00
Jewish Home Foundation	225,000.00
Journey Home	1,000.00
Judith Azoff	8,800.00
Junior Achievement of Rochester, New York	16,000.00
Landmark Society of Western New York	34,000.00
LASS	13,000.00
Leadership Rochester	750.00
Legal Aid Society of Rochester NY	50,000.00
Light of Israel	20,000.00
Life Listening Resources	50,000.00
Lifespan	2,500.00
Lollypop Farm	11,000.00
Loyola Recovery Foundation, Inc.	25,000.00
Mary Cariola Children's Center School Pro	10,000.00
Mercy Community Services, Inc.	25,000.00
Midland Appraisal Associates, Inc.	2,100.00
Monroe Community College Foundation	15,400.00
National Council of Jewish Women	4,000.00
Nazareth College	104,533 00
New York Foundation For The Arts	14,255.00
North East Area Development, Inc.	92,000 00
Notre Dame Learning Center	5,000.00
Ntl. Ctr. Missing & Exploited Children	10,000.00
OASIS Adaptive Sports	23,539.00
Oberlin College	4,200.00
Ontario ARC	25,000.00
Ontario Charities Classic	10,000.00
Ontario Children's Foundation	10,000.00
Ora Academy	35,000.00

Farash Foundation Holdings, LLC
January through December 2012

Name	Amount
Parsells Avenue Community Church	20,000.00
Partners in Community Development, Inc	15,000.00
Partnership for Nonprofit Enterprise	2,500.00
People United for Sustainable Housing	10,000.00
PUSH Physical Theatre, Inc.	28,030.00
Quad A for Kids	25,000.00
R Community Bikes	23,150.00
RIT - Office of Financial Aid and Scholar	15,364.00
Roberts Wesleyan College	18,468.00
Rochester Area Community Foundation	1,000.00
Rochester Arts Festival	40,000.00
Rochester Chapter of Hadassah	180.00
Rochester Children's Theatre	20,000.00
Rochester City Ballet	1,000.00
Rochester General Hospital	19,500.00
Rochester Hearing & Speech Center	10,000.00
Rochester Institute of Technology	51,000.00
Rochester Museum and Science Center	32,200.00
Rochester Philharmonic Orchestra, Inc.	25,000.00
Rochester Regional Community Design	28,000.00
School of the Holy Childhood	100,000.00
Seneca Park Zoo Society	9,000.00
Sisters of Saint Joseph of Rochester	1,000.00
Spiritus Christi Prison Outreach	2,500.00
St. John Fisher College	13,523.00
Startup Weekend	2,500.00
Susan B. Anthony Neighborhood Association	30,000.00
SWAN	156,000.00
Talmudical Institute of Upstate New York	116,000.00
Temple Beth Am	1,800.00
Temple Beth David	15,000.00
Temple Beth El	66,180.00
Temple Beth El, Geneva	30,000.00
Temple B'rith Kodesh	65,000.00
Temple Emanu-El	25,000.00
Temple Sinai	109,000.00
The Baobob Cultural Center	40,000.00
The College at Brockport	9,024.00
The Community Place of Greater Rochester,	50,000.00
The Harley School	100,000.00
The Little Theatre	2,500.00
Third Presbyterian Church	5,000.00
U of R - Simon School of Business	25,000.00
Uncommon Schools/Rochester Prep	4,500.00
United States Holocaust Museum	15,000.00
United Way of Greater Rochester	10,000.00
Unity Health Systems Foundation	10,000.00
Univ. of Rochester Memorial Art Gallery	24,000.00
University of Rochester	260,689.00
Urban Choice Charter School	50,000.00
Urban League of Rochester, NY, Inc.	1,000.00
Veterans Outreach Center, Inc.	29,470.00
Volunteer Legal Services Project	10,591.00

Farash Foundation Holdings, LLC
January through December 2012

Name	Amount
Water for Sudan	5,000.00
West Irondequoit Foundation	50,000.00
Wharton School	25,000.00
Wilson Commencement Park	18,750.00
Writers & Books, Inc.	26,450.00
YMCA of Greater Rochester	25,000.00
Young Audiences of Rochester	25,000.00
Youth Lifeline America	15,000.00
YWCA of Rochester and Monroe County	103,000.00
Total Page 11 Part XV 3(a)	**6,965,010.95**

Farash Foundation Holdings, LLC
As of December 31, 2012

Grant Expense

Name	Amount
Campus for Jewish Education	3,781.25
Campus for Jewish Education	5,846.00
Campus for Jewish Education	1,500,000.00
Jet X	12.35
Total Page 11 Part XV 3 (b)	1,509,639.6

The Max and Marian Farash Charitable Foundation (EIN: 22-2948675)
Summary of 2012 Trust Agreement Amendments

On June 8, 2012, the Supreme Court of New York for the County of Monroe approved the Amended and Restated Trust Agreement of The Max and Marian Farash Charitable Foundation (the "Foundation"). The following summarizes the key changes made by such amendments:

Regulatory Language

- The amendments updated the tax and regulatory provisions of the Trust Agreement to ensure compliance with the Internal Revenue Code, including by clarifying:
    - The types of charitable recipients that can receive funding from the Foundation.
    - Provisions regarding the Foundation's acceptance of contributions.
    - The term of the Trust, and the uses of the Trust's funds upon termination.

Trustees

- The amendments revised provisions regarding Trustees, including, by:
    - Expanding the size of the Foundation's Board to seven (7) to eleven (11) Trustees each serving five (5) year staggered terms.
    - Revising and clarifying provisions regarding the one (1) Trustee representing each of the following: The William E. Simon Graduate School of Business Administration of the University of Rochester, The Wharton School of the University of Pennsylvania, and the family of the Foundation's founders.
    - Making additional clarifications to provisions regarding resignation of Trustees, designation of new Trustees, powers of Trustees, etc.

Right to Amend

- The amendments revise the provisions concerning amendment of the Trust Agreement, including by allowing for additional amendments by vote of two-thirds (2/3) of the Trustees then in office.

The foregoing is a summary of the key provisions of the amendments, and is qualified in its entirety by the Foundation's Amended and Restated Trust Agreement.

2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042231
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Description *(Box 8)* / Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
1220.0000	09/14/2012	06/06/2012	40,490.52	41,510.38	0.00	-1,019.86	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
1230.0000	09/17/2012	06/06/2012	40,593.88	41,850.63	0.00	-1,256.75	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC		KRFT					
.3333	10/24/2012	06/06/2012	15.33	13.23	0.00	2.10	0.00	0.00
Total Short Term Sales Reported on 1099-B			81,099.73	83,374.24	0.00	-2,274.51	0.00	0.00

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042230
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bones etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)		(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
Short Term Sales Reported on 1099-B									
903914109	ULTRA PETROLEUM CORP		UPL						
700.0000	01/13/2012	Various		17,923.86	22,839.94	0.00	-4,916.09	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
40.0000	01/17/2012	09/02/2011		2,628.13	2,942.00	0.00	-313.87	0.00	0.00
682680103	ONEOK INC NEW COM ATTACHED RTS		OKE						
60.0000	01/18/2012	09/02/2011		5,329.22	4,173.00	0.00	1,156.22	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
60.0000	01/19/2012	09/02/2011		3,869.16	4,413.00	0.00	-543.84	0.00	0.00
682680103	ONEOK INC NEW COM ATTACHED RTS		OKE						
140.0000	01/20/2012	09/02/2011		12,313.99	9,737.00	0.00	2,576.99	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
47.0000	01/23/2012	09/02/2011		3,073.79	3,456.85	0.00	-383.06	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
193.0000	01/23/2012	09/02/2011		12,602.15	14,195.15	0.00	-1,593.00	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
60.0000	01/24/2012	09/02/2011		3,838.76	4,413.00	0.00	-574.24	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042230
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)		(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
682680103	ONEOK INC NEW COM ATTACHED RTS		OKE						
60.0000	01/25/2012	Various		5,252.18	4,171.40	0.00	1,080.78	0.00	0.00
127097103	CABOT OIL & GAS CORP		COG						
80.0000	01/27/2012	09/07/2011		2,617.26	3,112.40	0.00	-495.14	0.00	0.00
682680103	ONEOK INC NEW COM ATTACHED RTS		OKE						
70.0000	01/27/2012	09/07/2011		6,014.06	4,857.30	0.00	1,156.76	0.00	0.00
708160106	PENNEY J C INC COM		JCP						
130.0000	03/01/2012	09/02/2011		5,059.10	3,329.96	0.00	1,729.14	0.00	0.00
344849104	FOOT LOCKER INC		FL						
250.0000	04/09/2012	09/02/2011		7,730.32	4,940.38	0.00	2,789.94	0.00	0.00
708160106	PENNEY J C INC COM		JCP						
190.0000	04/13/2012	09/02/2011		6,471.48	4,866.87	0.00	1,604.61	0.00	0.00
708160106	PENNEY J C INC COM		JCP						
200.0000	04/16/2012	09/02/2011		6,754.18	5,123.02	0.00	1,631.16	0.00	0.00
708160106	PENNEY J C INC COM		JCP						
380.0000	04/19/2012	09/02/2011		12,973.36	9,733.74	0.00	3,239.62	0.00	0.00
708160106	PENNEY J C INC COM		JCP						
380.0000	04/30/2012	Various		13,746.76	9,956.46	0.00	3,790.30	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042230
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)	Stocks, Bonds etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
247916208	DENBURY RESOURCES INC COM		DNR					
750.0000	05/25/2012	09/02/2011	11,620.46	11,258.25	0.00	362.21	0.00	0.00
247916208	DENBURY RESOURCES INC COM		DNR					
360.0000	06/04/2012	09/02/2011	5,111.41	5,403.96	0.00	-292.55	0.00	0.00
75281A109	RANGE RESOURCES CORP COM		RRC					
40.0000	06/04/2012	09/02/2011	2,159.86	2,546.80	0.00	-386.94	0.00	0.00
878237106	TECH DATA CORP COM		TECD					
250.0000	06/04/2012	09/02/2011	11,588.34	11,548.25	0.00	40.09	0.00	0.00
344849104	FOOT LOCKER INC		FL					
170.0000	06/13/2012	09/02/2011	5,128.37	3,359.46	0.00	1,768.91	0.00	0.00
878237106	TECH DATA CORP COM		TECD					
100.0000	06/14/2012	09/02/2011	4,668.58	4,619.30	0.00	49.28	0.00	0.00
344849104	FOOT LOCKER INC		FL					
310.0000	06/15/2012	09/02/2011	9,237.54	6,126.06	0.00	3,111.48	0.00	0.00
254709108	DISCOVER FINANCIAL SERVICES		DFS					
500.0000	06/22/2012	09/02/2011	16,861.37	12,250.00	0.00	4,611.37	0.00	0.00
307000109	FAMILY DLR STORES COM		FDO					
310.0000	06/22/2012	09/02/2011	21,817.96	15,927.61	0.00	5,890.35	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042230
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

CUSIP / Number of Shares (Box 1e)	Description / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol / Sales Price of Stocks, Bonds etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
247916208	DENBURY RESOURCES INC COM		DNR					
290.0000	06/26/2012	09/02/2011	3,929.14	4,353.19	0.00	-424.05	0.00	0.00
307000109	FAMILY DLR STORES COM		FDO					
180.0000	06/26/2012	09/02/2011	12,708.99	9,248.29	0.00	3,460.70	0.00	0.00
307000109	FAMILY DLR STORES COM		FDO					
170.0000	06/27/2012	Various	11,688.23	8,941.59	0.00	2,746.64	0.00	0.00
57686G105	MATSON INC		MATX					
280.0000	07/11/2012	Various	6,932.56	6,873.11	0.00	59.45	0.00	0.00
78440X101	SL GREEN REALTY CORP (REIT)		SLG					
80.0000	07/20/2012	09/02/2011	6,255.79	5,683.79	0.00	572.00	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
230.0000	08/07/2012	09/02/2011	1,932.66	2,965.55	0.00	-1,032.89	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
240.0000	08/07/2012	09/02/2011	2,071.13	3,094.49	0.00	-1,023.36	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
40.0000	08/07/2012	09/02/2011	337.19	515.75	0.00	-178.56	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
280.0000	08/08/2012	09/02/2011	2,046.69	3,610.23	0.00	-1,563.54	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042230
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks Bonds etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
560.0000	08/08/2012	Various	4,062.02	7,066.89	0.00	-3,004.86	0.00	0.00
203233101	COMMONWEALTH REIT		CWH					
240.0000	08/09/2012	09/02/2011	3,869.57	4,576.60	0.00	-707.03	0.00	0.00
203233101	COMMONWEALTH REIT		CWH					
60.0000	08/10/2012	09/02/2011	953.20	1,144.16	0.00	-190.96	0.00	0.00
203233101	COMMONWEALTH REIT		CWH					
100.0000	08/14/2012	09/02/2011	1,572.53	1,906.91	0.00	-334.38	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC		ALC					
430.0000	08/17/2012	09/07/2011	3,153.71	5,451.07	0.00	-2,297.36	0.00	0.00
203233101	COMMONWEALTH REIT		CWH					
290.0000	08/21/2012	Various	4,354.11	5,455.77	0.00	-1,101.66	0.00	0.00
203233101	COMMONWEALTH REIT		CWH					
440.0000	08/31/2012	Various	6,580.27	8,587.25	0.00	-2,006.98	0.00	0.00
57686G105	MATSON INC		MATX					
230.0000	09/04/2012	Various	5,215.98	5,697.00	0.00	-481.02	0.00	0.00
316773100	FIFTH THIRD BANCORP COM		FITB					
110.0000	11/05/2012	06/21/2012	1,568.03	1,439.48	0.00	128.55	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number: 1042230
Recipient's Tax ID Number: XX-XXX8675
Payer's Federal ID Number: 16-0538020
Payer's State ID Number:
State: NY
Questions? (716)842-5207

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
729132100	PLEXUS CORP		PLXS					
170.0000	11/07/2012	Various	3,414.40	5,155.47	0.00	-1,741.07	0.00	0.00
316773100	FIFTH THIRD BANCORP COM		FITB					
700.0000	12/27/2012	06/21/2012	10,478.90	9,160.34	0.00	1,318.56	0.00	0.00
Total Short Term Sales Reported on 1099-B			**309,516.75**	**290,228.09**	**0.00**	**19,288.66**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
247916208	DENBURY RESOURCES INC COM		DNR					
290.0000	10/18/2012	09/02/2011	4,791.53	4,353.19	0.00	438.34	0.00	0.00
316773100	FIFTH THIRD BANCORP COM		FITB					
590.0000	10/18/2012	09/02/2011	8,909.98	5,888.20	0.00	3,021.78	0.00	0.00
247916208	DENBURY RESOURCES INC COM		DNR					
200.0000	10/22/2012	Various	3,168.58	3,070.41	0.00	98.17	0.00	0.00
316773100	FIFTH THIRD BANCORP COM		FITB					
430.0000	10/22/2012	09/02/2011	6,429.34	4,291.40	0.00	2,137.94	0.00	0.00
247916208	DENBURY RESOURCES INC COM		DNR					
200.0000	10/24/2012	09/07/2011	3,049.97	3,074.00	0.00	-24.03	0.00	0.00

2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	**1042230**
Recipient's Tax ID Number:	**XX-XXX8675**
Payer's Federal ID Number:	**16-0538020**
Payer's State ID Number:	
State:	**NY**
Questions?	**(716)842-5207**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
316773100	FIFTH THIRD BANCORP COM		FITB					
470.0000	10/24/2012	Various	6,867.95	4,650.09	0.00	2,217.86	0.00	0.00
848574109	SPIRIT AEROSYSTEMS HOLD-CL A		SPR					
760.0000	10/25/2012	09/02/2011	11,747.20	12,151.49	0.00	-404.29	0.00	0.00
247916208	DENBURY RESOURCES INC COM		DNR					
220.0000	10/31/2012	09/07/2011	3,343.15	3,381.40	0.00	-38.25	0.00	0.00
848574109	SPIRIT AEROSYSTEMS HOLD-CL A		SPR					
180.0000	10/31/2012	09/02/2011	2,734.35	2,877.98	0.00	-143.63	0.00	0.00
316773100	FIFTH THIRD BANCORP COM		FITB					
110.0000	11/05/2012	09/06/2011	1,568.03	1,048.29	0.00	519.74	0.00	0.00
848574109	SPIRIT AEROSYSTEMS HOLD-CL A		SPR					
120.0000	11/26/2012	09/02/2011	1,782.77	1,918.66	0.00	-135.89	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B **Report on Form 8949, Part II, with Box A checked**			**54,392.85**	**46,705.11**	**0.00**	**7,687.74**	**0.00**	**0.00**

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	**1042225**
Recipient's Tax ID Number:	**XX-XXX8675**
Payer's Federal ID Number:	**16-0538020**
Payer's State ID Number:	
State:	**NY**
Questions?	**(716)842-5207**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

(Box 1e)	(Box 1a)	(Box 1b)		(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
Short Term Sales Reported on 1099-B									
230001406	CULLEN HIGH DIVIDEND EQUITY FD-I		CHDVX						
3170.6570	06/04/2012	Various		40,647.83	41,967.03	0.00	-1,319.20	0.00	0.00
Total Short Term Sales Reported on 1099-B				**40,647.83**	**41,967.03**	**0.00**	**-1,319.20**	**0.00**	**0.00**

Report on Form 8949, Part I, with Box A checked

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042225
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

[illegible] (Box 1e)	[illegible] (Box 1a)	[illegible] Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
230001406	CULLEN HIGH DIVIDEND EQUITY FD-I		CHDVX					
310819.0060	06/04/2012	Various	3,984,699.65	3,616,177.25	0.00	368,522.40	0.00	0.00
464287200	ISHARES CORE S&P 500 ETF		IVV					
4481.0000	06/04/2012	Various	574,542.82	511,750.00	0.00	62,792.82	0.00	0.00
464287200	ISHARES CORE S&P 500 ETF		IVV					
4200.0000	06/04/2012	09/06/2011	538,613.69	477,494.22	0.00	61,019.47	0.00	0.00
464287200	ISHARES CORE S&P 500 ETF		IVV					
4400.0000	06/04/2012	09/06/2011	564,157.20	500,232.04	0.00	63,925.16	0.00	0.00
464287200	ISHARES CORE S&P 500 ETF		IVV					
200.0000	06/04/2012	09/06/2011	25,643.59	22,737.82	0.00	2,905.77	0.00	0.00
464287200	ISHARES CORE S&P 500 ETF		IVV					
2082.0000	06/04/2012	09/06/2011	266,946.85	236,700.70	0.00	30,246.15	0.00	0.00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box B checked**			**5,954,503.80**	**5,365,092.03**	**0.00**	**589,411.77**	**0.00**	**0.00**

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number: 1042024
Recipient's Tax ID Number: XX-XXX2331
Payer's Federal ID Number: 16-0538020
Payer's State ID Number:
State: NY
Questions? (716)842-5207

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
FARASH FDN REAL ESTATE MGMT LLC
255 EAST AVENUE, 4TH FLOOR
ATTN: SUSAN ROSENBLOOM
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip / Description (Box 8) / Stock or Other Symbol (Box 1d)

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
693390700	PIMCO FDS TOTAL RETURN FUND		PTTRX					
92.0810	01/05/2012	01/01/2012	1,000.00	1,076.43	0.00	-76.43	0.00	0.00
543495840	LOOMIS SAYLES BOND FUND CLASS-INST		LSBDX					
52816.9010	06/05/2012	05/01/2012	750,000.00	703,035.67	0.00	46,964.33	0.00	0.00
693390700	PIMCO FDS TOTAL RETURN FUND		PTTRX					
176.3670	07/03/2012	05/01/2012	2,000.00	2,061.73	0.00	-61.73	0.00	0.00
Total Short Term Sales Reported on 1099-B			753,000.00	706,173.83	0.00	46,826.17	0.00	0.00

Report on Form 8949, Part I, with Box A checked

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042232
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
66987V109	NOVARTIS AG SPONSORED ADR		NVS					
2650.0000	03/08/2012	Various	142,935.77	152,127.49	0.00	-9,191.72	0.00	0.00
92857W209	VODAFONE GROUP PLC - SP ADR		VOD					
5050.0000	03/15/2012	Various	131,343.08	132,701.85	0.00	-1,358.77	0.00	0.00
N07059186	ASML HOLDING NV - NY REG SHS							
610.0000	06/05/2012	09/02/2011	27,583.21	20,677.48	0.00	6,905.73	0.00	0.00
25243Q205	DIAGEO PLC SPONSORED ADR NEW		DEO					
360.0000	06/06/2012	09/02/2011	34,575.42	29,007.61	0.00	5,567.81	0.00	0.00
000375204	ABB LTD SPON ADR		ABB					
3790.0000	06/13/2012	Various	60,498.79	76,383.12	0.00	-15,884.33	0.00	0.00
05545E209	BHP BILLITON PLC		BBL					
1960.0000	08/13/2012	Various	108,462.00	128,184.36	0.00	-19,722.36	0.00	0.00
056752108	BAIDU INC SPON ADR		BIDU					
1000.0000	06/13/2012	Various	118,419.35	143,766.40	0.00	-25,347.05	0.00	0.00
16939P106	CHINA LIFE INSURANCE CO LIMITED -ADR		LFC					
1762.0000	08/13/2012	Various	65,612.06	66,424.28	0.00	-812.22	0.00	0.00

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2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042232
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
3050.0000	06/13/2012	Various	60,148.00	82,009.85	0.00	-21,861.85	0.00	0.00
25243Q205	DIAGEO PLC SPONSORED ADR NEW		DEO					
1396.0000	06/13/2012	Various	138,674.83	111,297.72	0.00	27,377.11	0.00	0.00
358029106	FRESENIUS MEDICAL CARE AG-ADR		FMS					
2090.0000	06/13/2012	Various	138,577.68	142,533.42	0.00	-3,955.74	0.00	0.00
404280406	HSBC HLDGS PLC SPONSORED ADE NEW		HBC					
1370.0000	06/13/2012	Various	57,675.70	57,855.95	0.00	-180.25	0.00	0.00
45104G104	ICICI BANK LIMITED SPONSORED ADR		IBN					
3890.0000	06/13/2012	Various	117,752.71	150,876.26	0.00	-33,123.55	0.00	0.00
602675100	MINDRAY MEDICAL INTL LTD-ADR		MR					
2050.0000	06/13/2012	Various	62,497.56	51,658.08	0.00	10,839.48	0.00	0.00
606827202	MITSUI & CO LTD-SPONS ADR		MITSY					
440.0000	06/13/2012	Various	124,279.61	145,366.29	0.00	-21,086.68	0.00	0.00
641069406	NESTLE SA SPONSORED ADR REPSTG		NSRGY					
1420.0000	06/13/2012	Various	82,329.75	87,676.30	0.00	-5,346.55	0.00	0.00
756255105	RECKITT BENCKISER GROUP PLC		RBGPY					
6870.0000	06/13/2012	Various	73,363.77	73,634.10	0.00	-270.33	0.00	0.00

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2012 Tax Information Statement

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MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042232
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER , NY 14604

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
76026T205	REPSOL S.A. SPON ADR		REPYY					
5140.0000	06/13/2012	Various	80,798.98	142,409.21	0.00	-61,610.23	0.00	0.00
771195104	ROCHE HLDG LTD SPONSORED ADR		RHHBY					
3930.0000	06/13/2012	Various	160,929.89	170,736.46	0.00	-9,806.57	0.00	0.00
78572M105	SABMILLER PLC - SPONS ADR		SBMRY					
3860.0000	06/13/2012	Various	147,311.66	139,153.01	0.00	8,158.65	0.00	0.00
803054204	SAP AG SPONS ADR		SAP					
1470.0000	06/13/2012	Various	85,119.47	76,714.32	0.00	8,405.15	0.00	0.00
818800104	SGS SA UNSPONSORED ADR		SGSOY					
7960.0000	06/13/2012	Various	146,460.71	145,752.80	0.00	707.91	0.00	0.00
82481R106	SHIRE PHARMACEUTICALS GROUP PLC		SHPG					
1400.0000	06/13/2012	03/16/2012	124,508.16	142,962.12	0.00	-18,453.96	0.00	0.00
88032Q109	TENCENT HOLDINGS LIMITED		TCEHY					
3070.0000	06/13/2012	Various	89,028.61	73,562.40	0.00	15,466.21	0.00	0.00
881624209	TEVA PHARMACEUTICAL INDS LTD		TEVA					
2890.0000	06/13/2012	Various	111,226.38	116,378.38	0.00	-5,152.00	0.00	0.00
92334N103	VEOLIA ENVIRONNEMENT-ADR		VE					
2720.0000	06/13/2012	Various	32,346.05	42,388.73	0.00	-10,042.68	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
MANUFACTURERS & TRADERS TRUST CO.
ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

Account Number:	1042232
Recipient's Tax ID Number:	XX-XXX8675
Payer's Federal ID Number:	16-0538020
Payer's State ID Number:	
State:	NY
Questions?	(716)842-5207
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
MAX & MARIAN FARASH CHARITABLE FDN
ATTN: SUSAN ROSENBLOOM
255 EAST AVENUE, 4TH FLOOR
ROCHESTER, NY 14604

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
N07059186	ASML HOLDING NV - NY REG SHS							
2970.0000	06/13/2012	Various	147,107.04	101,190.09	0.00	45,916.95	0.00	0.00
N72482107	QIAGEN N V		QGEN					
8220.0000	06/13/2012	Various	134,509.87	121,785.76	0.00	12,724.11	0.00	0.00
Total Short Term Sales Reported on 1099-B			**2,804,076.11**	**2,925,213.84**	**0.00**	**-121,137.73**	**0.00**	**0.00**

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

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● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions		
	Name of exempt organization or other filer, see instructions MAX AND MARIAN FARASH CHARITABLE FOUNDATION	Employer identification number (EIN) or 22-2948675
	Number, street, and room or suite no If a P.O box, see instructions 255 EAST AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ROCHESTER, NY 14604	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ SUSAN ROSENBLOOM 255 EAST AVENUE - ROCHESTER, NY 14604

Telephone No. ▶ 585-218-9855 FAX No ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY TO GATHER SUFFICIENT INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 482,728.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 482,728.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE AND CHAIR Date ▶ 11/14/13

223842
01-21-13