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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

HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK

A Employer identification number

22-3804398

Number and street (or P.O. box number if mail is not delivered to street address)

726 EXCHANGE STREET

Room/suite

518

B Telephone number

(716) 852-3030

City or town, state, and ZIP code

BUFFALO, NY 14210-1485

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 foundationE 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)

\$ 112,576,513.

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)
1 Contributions, gifts, grants, etc., received	170,246.		N/A	
2 Check ☐ If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,313,194.	2,008,345.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,346,804.			STATEMENT 1
b Gross sales price for all assets on line 6a	10,743,443.			
7 Capital gain net income (from Part IV, line 2)		1,580,755.		
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	55,825.	26,054.		STATEMENT 3
12 Total. Add lines 1 through 11	3,886,069.	3,615,154.		
13 Compensation of officers, directors, trustees, etc.	244,792.	0.		244,792.
14 Other employee salaries and wages	477,728.	0.		477,728.
15 Pension plans, employee benefits	143,426.	0.		143,426.
16a Legal fees	5,217.	0.		5,217.
b Accounting fees	28,700.	7,175.		21,525.
c Other professional fees	679,362.	541,738.		137,624.
17 Interest				
18 Taxes	75,581.	49,307.		0.
19 Depreciation and depletion	33,730.	0.		
20 Occupancy	90,237.	0.		90,237.
21 Travel, conferences, and meetings	73,217.	0.		73,217.
22 Printing and publications	9,948.	0.		9,948.
23 Other expenses	1,018,761.	17,982.		1,018,761.
24 Total operating and administrative expenses. Add lines 13 through 23	2,880,699.	616,202.		2,222,475.
25 Contributions, gifts, grants paid	2,572,511.			2,572,511.
26 Total expenses and disbursements. Add lines 24 and 25	5,453,210.	616,202.		4,794,986.
27 Subtract line 26 from line 12	<1,567,141.>			
a Excess of revenue over expenses and disbursements		2,998,952.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	183,957.	436,919.	436,919.
	2 Savings and temporary cash investments	1,101,579.	6,948,506.	6,948,506.
	3 Accounts receivable ▶ 56,425.			
	Less allowance for doubtful accounts ▶	66,674.	56,425.	56,425.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶	5,329,754.		
	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	27,962.		
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	31,877,452.	20,718,037.	20,718,037.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	65,001,999.	83,424,172.	83,424,172.
	14 Land, buildings, and equipment basis ▶ 403,997.			
	Less accumulated depreciation ▶ 150,423.	171,600.	253,574.	253,574.
	15 Other assets (describe ▶ STATEMENT 11)	863,418.	738,880.	738,880.
	16 Total assets (to be completed by all filers)	104,624,395.	112,576,513.	112,576,513.
Liabilities	17 Accounts payable and accrued expenses		10,619.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	88,418.	99,048.	
	23 Total liabilities (add lines 17 through 22)	88,418.	109,667.	
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	104,535,977.	112,466,846.	
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	104,535,977.	112,466,846.	
	30 Total net assets or fund balances			
	31 Total liabilities and net assets/fund balances	104,624,395.	112,576,513.	

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)	104,535,977.
2 Enter amount from Part I, line 27a	<1,567,141.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	9,498,010.
4 Add lines 1, 2, and 3	112,466,846.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	112,466,846.

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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 10,743,443.		9,162,688.	1,580,755.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,580,755.

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 1,580,755.

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	4,230,180.	99,769,245.	.042400
2010	4,086,296.	88,157,318.	.046352
2009	4,105,737.	74,509,903.	.055103
2008	4,125,902.	83,849,228.	.049206
2007	3,567,817.	86,652,612.	.041174

2 Total of line 1, column (d) 2 .234235

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 .046847

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 104,071,991.

5 Multiply line 4 by line 3 5 4,875,461.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 29,990.

7 Add lines 5 and 6 7 4,905,451.

8 Enter qualifying distributions from Part XII, line 4 8 4,910,690.

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

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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	29,990.
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	29,990.
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	29,990.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	64,881.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	64,881.	
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	34,891.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
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 ☐ \$ 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?	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) ☐ <u>NY</u>			
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	

N/A

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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? Website address ► <u>WWW.HFWCNY.ORG</u>	13	X	
14	The books are in care of ► <u>CAROL L. QUARANTILLO</u> Telephone no ► <u>716-852-3030</u> Located at ► <u>726 EXCHANGE STREET, SUITE 518, BUFFALO, NY</u> ZIP+4 ► <u>14210-1485</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		244,792.	20,946.	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
AMBER L. SLICHTA - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	DIRECTOR OF PROGRAMS 40.00	107,993.	11,292.	0.
KARA WILLIAMS - 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR, SYRACUSE,	PROGRAM OFFICER 40.00	63,210.	9,698.	0.
KATHERINE MCLAUGHIN - 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR,	COMMUNICATIONS MANAGER 40.00	63,058.	890.	0.
DENISE LEVY - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	PROGRAM MANAGER 40.00	52,081.	10,488.	0.
LINDA Z. LIPPERT - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	FINANCE & OFFICE MANAGER 40.00	54,928.	4,995.	0.
Total number of other employees paid over \$50,000				0

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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
CHRISTINE R. KLOTZ 46 HORTON HEIGHTS ROAD, NEWFIELD, NY 14867	CONSULTANT FEES	133,778.
LISA PAYNE SIMON 76 BRANTWOOD ROAD, ARLINGTON, MA 02476	CONSULTANT FEES	52,533.
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 SEE STATEMENT 15	966,624.
2 SEE STATEMENT 16	552,172.
3 SEE STATEMENT 17	297,034.
4 SEE STATEMENT 18	135,147.

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.

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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	102,765,355.
b	Average of monthly cash balances	1b	2,891,489.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	105,656,844.
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	105,656,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,584,853.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	104,071,991.
6	Minimum investment return. Enter 5% of line 5	6	5,203,600.

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	5,203,600.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	29,990.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,990.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,173,610.
4	Recoveries of amounts treated as qualifying distributions	4	164,939.
5	Add lines 3 and 4	5	5,338,549.
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	5,338,549.

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	4,794,986.
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	115,704.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,910,690.
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	29,990.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,880,700.

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

Form 990-PF (2012)

**HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK**

Form 990-PF (2012)

22-3804398

Page 9

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				5,338,549.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			4,648,118.	
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. ▶ \$ 4,910,690.				
a Applied to 2011, but not more than line 2a			4,648,118.	
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				262,572.
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				5,075,977.
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				

**HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK**

Form 990-PF (2012)

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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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 19

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	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT - TAB D				2,572,511.
Total				2,572,511.
b Approved for future payment NONE				
Total				0.

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

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

OMB No 1545-0047

2012**Name of the organization**HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK**Employer identification number**

22-3804398

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK	Employer identification number 22-3804398
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GENESEE VALLEY GROUP HEALTH ASSOC 165 COURT STREET ROCHESTER, NY 14647	\$ 170,246.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

22-3804398

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

[illegible]

Name of organization

HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK

Employer identification number

22-3804398

Part III

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

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

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

Part 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	VARIOUS PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	S&P 500 TOBACCO FREE	P	VARIOUS	VARIOUS
c	TIFF ABSOLUTE RETURN	P	VARIOUS	VARIOUS
d	S&P MIDCAP INDEX 400	P	VARIOUS	VARIOUS
e	WTC-CTF STRATEGIC REAL ASSET	P	VARIOUS	VARIOUS
f	SILCHESTER INTERNATIONAL K-1	P	VARIOUS	VARIOUS
g	S&P MIDCAP INDEX 400 K-1	P	VARIOUS	VARIOUS
h	S&P 500 TOBACCO FREE K-1	P	VARIOUS	VARIOUS
i	WTC-CTF STRATEGIC REAL ASSET K-1	P	VARIOUS	VARIOUS
j	COLCHESTER GLOBAL INVESTORS K-1	P	VARIOUS	VARIOUS
k	CITY OF LONDON EMERGING MARKETS K-1	P	VARIOUS	VARIOUS
l	AEW GLOBAL PROPERTY SECURITIES FUND K-1	P	VARIOUS	VARIOUS
m	GUGGENHEIM PLUS II LP K-1	P	VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS			
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 1,460,392.		1,280,332.	180,060.
b 1,800,000.		1,571,944.	228,056.
c 6,449,446.		5,384,815.	1,064,631.
d 300,000.		217,042.	82,958.
e 500,000.		417,631.	82,369.
f		<383,562.>	383,562.
g		<199,915.>	199,915.
h		<209,557.>	209,557.
i		213,217.	<213,217.>
j		<15,564.>	15,564.
k		848,488.	<848,488.>
l		35,230.	<35,230.>
m		2,587.	<2,587.>
n 233,605.			233,605.
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			180,060.
b			228,056.
c			1,064,631.
d			82,958.
e			82,369.
f			383,562.
g			199,915.
h			209,557.
i			<213,217.>
j			15,564.
k			<848,488.>
l			<35,230.>
m			<2,587.>
n			233,605.
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	1,580,755.
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

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VARIOUS PUBLICLY TRADED SECURITIES			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,460,392.	1,280,332.	0.	0.	180,060.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
S&P 500 TOBACCO FREE			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,800,000.	1,571,944.	0.	0.	228,056.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF ABSOLUTE RETURN			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,449,446.	5,384,815.	0.	0.	1,064,631.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
S&P MIDCAP INDEX 400	300,000.	217,042.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
WTC-CTF STRATEGIC REAL ASSET	500,000.	417,631.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SILCHESTER INTERNATIONAL K-1	0.	<402,610.>	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
S&P MIDCAP INDEX 400 K-1	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
S&P 500 TOBACCO FREE K-1	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
WTC-CTF STRATEGIC REAL ASSET K-1	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
COLCHESTER GLOBAL INVESTORS K-1	0.	<22,426.>	0.			22,426.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CITY OF LONDON EMERGING MARKETS K-1	0.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
AEW GLOBAL PROPERTY SECURITIES FUND K-1	0.	<50,089.>	0.	0.	50,089.	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GUGGENHEIM PLUS II LP K-1	0.	0.	0.	0.	0.	VARIOUS

CAPITAL GAINS DIVIDENDS FROM PART IV	233,605.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,346,804.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLASS ACTION LITIGATION PROCEEDS	3,547.	3,547.	0.
VARIOUS INVESTMENTS PER BOOKS (SEE TAB B FOR ADDITIONAL INFORMATION)	706,870.	0.	706,870.
VARIOUS INVESTMENTS PER BOOKS (SEE TAB B FOR ADDITIONAL INFORMATION)	606,324.	0.	606,324.
VARIOUS INVESTMENTS PER BOOKS (SEE TAB B FOR ADDITIONAL INFORMATION)	230,058.	230,058.	0.
TOTAL TO FM 990-PF, PART I, LN 4	1,546,799.	233,605.	1,313,194.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - PRI	26,054.	26,054.	
RETURNED GRANT FUNDS	29,771.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	55,825.	26,054.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,217.	0.		5,217.
TO FM 990-PF, PG 1, LN 16A	5,217.	0.		5,217.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,700.	7,175.		21,525.
TO FORM 990-PF, PG 1, LN 16B	28,700.	7,175.		21,525.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	541,738.	541,738.		0.
CONSULTING FEES	137,624.	0.		137,624.
TO FORM 990-PF, PG 1, LN 16C	679,362.	541,738.		137,624.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	75,581.	0.		0.
SILCHESTER INT'L INVESTORS K-1 FOREIGN TAXES	0.	33,027.		0.
WTC-CTF STRATEGIC K-1 FOREIGN TAXES	0.	4,895.		0.
COLCHESTER GLOBAL BOND FUND K-1 FOREIGN TAXES	0.	1,498.		0.
AEW GLOBAL PROPERTY SECURITIES FUND K-1 FOREIGN TAXES	0.	6,084.		0.
CITY OF LONDON EMERGING MARKETS K-1 FOREIGN TAX	0.	3,803.		0.
TO FORM 990-PF, PG 1, LN 18	75,581.	49,307.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE/ELECTRONIC COMMUNICATION	15,852.	0.		15,852.
OFFICE EXPENSE	8,127.	0.		8,127.
INSURANCE	3,579.	0.		3,579.
CHF SPONSORED EVENTS	1,377.	0.		1,377.
MAINTENANCE EXPENSE	5,357.	0.		5,357.
MISCELLANEOUS EXPENSE	689.	0.		689.
NYS FILING FEES	1,500.	0.		1,500.
GUGGENHEIM K-1 OTHER DEDUCTIONS	0.	89.		0.
MEMBERSHIP DUES	5,756.	0.		5,756.
SEE TAB B	976,524.	0.		976,524.
CTF STRATEGIC REAL ASSET PORTFOLIO - K-1	0.	8,597.		0.
S&P 500 TOBACCO FREE INDEX K-1	0.	2,474.		0.
S&P MIDCAP INDEX NON-LENDING	0.	993.		0.
AEW GLOBAL PROPERTY SECURITIES FUND K-1	0.	3,039.		0.
CITY OF LONDON EMERGING MARKETS K-1	0.	2,547.		0.
SILCHESTER INT'L INVESTORS K-1	0.	243.		0.
	1,018,761.	17,982.		1,018,761.

TO FORM 990-PF, PG 1, LN 23

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK-SEE TAB A	20,718,037.	20,718,037.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,718,037.	20,718,037.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS AND COMMON TRUST FUNDS -SEE TAB A	FMV	70,043,131.	70,043,131.
FIXED INCOME-SEE TAB A	FMV	13,381,041.	13,381,041.
TOTAL TO FORM 990-PF, PART II, LINE 13		83,424,172.	83,424,172.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEFERRED COMPENSATION	88,418.	99,048.	99,048.
PROGRAM RELATED INVESTMENT	775,000.	639,832.	639,832.
TO FORM 990-PF, PART II, LINE 15	863,418.	738,880.	738,880.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED COMPENSATION LIABILITY	88,418.	99,048.	
TOTAL TO FORM 990-PF, PART II, LINE 22	88,418.	99,048.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 13
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NAME OF CONTRIBUTOR	ADDRESS
GENESEE VALLEY GROUP HEALTH ASSOCIATION	165 COURT STREET ROCHESTER, NY 14647

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MELVA D. VISHER 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
DENISE DUNFORD, DNS, FNP, RN 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
MARILYN J. BAADER 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
VINCENT J. MANCUSO 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
ARTHER R. GOSHIN, MD, MPH 726 EXCHANGE STREET, SUITE 518 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
EUGENE MEEKS 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
CATHERINE A. GALE, ESQ. 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.

SALLY BERRY 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	SECRETARY 4.00	0.	0.	0.
C. ANTHONY RIDER, CPA 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TREASURER 8.00	0.	0.	0.
ROBERT A. LUDWIG 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
JAMES L. MAGAVERN, ESQ. 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
PATRICIA J. NUMANN, MD 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
DAVID A. MILLING, MD 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
STEPHEN J. SUHOWATSKY 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	VICE CHAIR 4.00	0.	0.	0.
ANN F. MONROE 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	PRESIDENT 40.00	244,792.	20,946.	0.
PETER J. O'NEILL 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
LISA D. ALFORD 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
LEOLA RODGERS, MPH 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.

L. THOMAS WOLFF, MD 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
JOSEPH J. COZZO, MA, MS, LMHC 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
ANGEL GUTIERREZ, MD, FACP 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	BOARD CHAIR 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		244,792.	20,946.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	15
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ACTIVITY ONE

FALLS PREVENTION - FALLS PREVENTION COLLABORATIVE TO BENEFIT OLDER ADULTS. THIS PROJECT IS TEAMING UP WITH LOCAL AND REGIONAL AGENCIES AND ELDER CARE AGENCIES TO FORGE THE FALLS PREVENTION CONSORTIUM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

966,624.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY TWO

READY OR NOT - THIS PROGRAM IS DESIGNED TO PROVIDE ORGANIZATIONS WITH FINANCIAL AND EXPERT ASSISTANCE THAT WILL HELP THEM BECOME STRATEGIC INSTEAD OF REACTIVE, AND GIVE THEM THE TIME AND BREATHING SPACE TO POSITION THEMSELVES FOR FUTURE SUCCESS. SELECTED ORGANIZATIONS WILL FOCUS ON IMPROVING THEIR ORGANIZATIONAL CAPACITY IN ORDER TO STRENGTHEN THE CORE OF THE ORGANIZATION. AS A RESULT, THE FOUNDATION BELIEVES THIS WILL ENABLE THEM TO BETTER PROVIDE EFFECTIVE PROGRAMS AND SUPPORT TO THOSE THEY SERVE, AND IN THE LONG TERM, ULTIMATELY IMPROVE HEALTH OUTCOMES FOR CHILDREN IN POVERTY AND/OR FRAIL ELDERLY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

552,172.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 17
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ACTIVITY THREE

CHOMPERS - CAVITY FREE KIDS, PORTABLE DENTAL CARE, AND ENGAGING PEDIATRIC MEDICAL PROVIDERS. THREE PROVEN STRATEGIES THE HEALTH FOUNDATION IS USING IN WESTERN AND CENTRAL NEW YORK TO BRING DENTAL PREVENTION, EDUCATION, AND TREATMENT TO PLACES YOUNG CHILDREN ALREADY GO.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

297,034.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 18
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ACTIVITY FOUR

GERIATRIC WORKFORCE - PREPARES HEALTH PROFESSIONALS TO MEET THE UNIQUE NEEDS OF WESTERN AND CENTRAL NEW YORK'S GROWING GERIATRIC POPULATION. THROUGH A SERIES OF PROJECTS, THE INITIATIVE AIMS TO INCREASE RECRUITMENT, RETENTION, AND COMPETENCE PHYSICIANS, NURSE PRACTITIONERS, PHYSICIAN'S ASSISTANTS, HOME HEALTH AIDES AND OTHER HEALTH CARE RELATED PROFESSIONALS WHO SERVE FRAIL ELDERS AND THEIR FAMILIES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

135,147.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANN F. MONROE
726 EXCHANGE STREET, SUITE 518
BUFFALO, NY 142101485

TELEPHONE NUMBER

(716)852-3030

FORM AND CONTENT OF APPLICATIONS

NO SET FORM

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINES VARY BASED ON THE PROJECT. (SEE FOUNDATION WEBSITE AT
WWW.HFWCNY.ORG FOR ADDITIONAL INFORMATION)

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION PROVIDES GRANTS FOR THE PURPOSE OF IMPROVING THE HEALTH AND
HEALTH CARE OF THE PEOPLE AND COMMUNITIES OF WESTERN AND CENTRAL NEW YORK.
(SEE FOUNDATION WEBSITE AT WWW.HFWCNY.ORG FOR ADDITIONAL INFORMATION)

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

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 Name of exempt organization or other filer, see instructions HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK	Employer identification number (EIN) or 22-3804398
Number, street, and room or suite no. If a P.O. box, see instructions. 726 EXCHANGE STREET, NO. 518	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. BUFFALO, NY 14210-1485	

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.

CAROL L. QUARANTILLO

- The books are in the care of **726 EXCHANGE STREET, SUITE 518 - BUFFALO, NY 14210-1485**

Telephone No. **716-852-3030**

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 NEEDED TO OBTAIN THIRD PARTY INFORMATION REQUIRED 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	\$	64,881.
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	\$	64,881.
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 **PRESIDENT**

Date

Form 8868 (Rev. 1-2013)

Description	Shares/Pair	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Yield to Maturity %
Fixed Income								
US Fixed Income Mutual Funds								
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD III	722,183,787	6,597,012.40	9.13	9.8900	908.34	7,156,404	6.79	0.00
INSTL CL FUND #105								
Ticker: PTSAX, CUSIP: 6933390866								
VANGUARD INFLATION-PROTECTED SECURITIES FUND	80,614,813	1,844,160.25	22.88	28.5400	0.00	2,300,746.76	2.19	0.00
Ticker: VAIPX, CUSIP: 922031737								
VANGUARD INTERMEDIATE-TERM TREASURY FUND	188,042,499	2,188,456.97	11.64	11.7000	87.40	2,202,775	2.09	0.00
Ticker: VFILX, CUSIP: 922031828								
VANGUARD INTERMEDIATE-TERM TREASURY FUND	146,974,575	1,741,506.47	11.85	11.7000	68.31	1,721,115	99.96	0.00
Ticker: VFILX, CUSIP: 922031828								
Total Fixed Income						\$13,381,041		

Description

	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
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Equities

US Common Stocks

ALLERGAN INC

Ticker: AGN, CUSIP: 018490102

AMAZON.COM INC

Ticker: AMZN, CUSIP: 023135106

AMERICAN TOWER CORP REAL ESTATE INVESTMENT TRUST

Ticker: AMT, CUSIP: 03027X100

APPLE INC

Ticker: AAPL, CUSIP: 037833100

CELGENE CORP

Ticker: CELG, CUSIP: 151020104

	1,003.00	49,359.23	91.7300	92,005.19	2.60	0.22
	716.00	107,780.27	250.8700	179,622.92	5.08	0.00
	2,157.00	64,717.25	77.2700	166,671.39	4.71	1.24
	321.00	120,787.22	532.1729	170,827.50	4.83	1.99
	2,408.00	129,375.99	78.4700	188,955.76	5.35	0.00

Description

Equities (continued)

	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
CHIPOTLE MEXICAN GRILL INC Ticker: CMG, CUSIP: 169656105	636.00	175,587.23	297.4600	189,184.56	5.35	0.00
CME GROUP INC. Ticker: CME, CUSIP: 125720105	2,654.00	122,239.84	50.6700	134,478.18	3.80	3.55
COACH INC Ticker: COH, CUSIP: 189754104	2,751.00	155,706.84	55.5100	152,708.01	4.32	2.16
COGNIZANT TECHNOLOGY SOLUTIONS CORP Ticker: CTSH, CUSIP: 192446102	3,360.00	132,184.35	73.8823	248,244.53	7.02	0.00
ECOLAB INC Ticker: ECL, CUSIP: 278865100	1,718.00	98,177.88	71.9000	123,524.20	3.49	1.28
GILEAD SCIENCES INC Ticker: GILD, CUSIP: 375558103	930.00	68,051.47	73.4500	68,308.50	1.93	0.00
GOOGLE INC-CL A Ticker: GOOG, CUSIP: 38259P508	281.00	153,966.98	707.3800	198,773.78	5.62	0.00
IHS INC-CLASS A Ticker: IHS, CUSIP: 451734107	1,716.00	168,582.13	96.0000	164,736.00	4.66	0.00
ILLUMINA INC Ticker: ILMN, CUSIP: 452327109	3,220.00	146,475.85	55.5900	178,999.80	5.06	0.00
INTUITIVE SURGICAL INC Ticker: ISRG, CUSIP: 46120E602	318.00	120,117.28	490.3700	155,937.66	4.41	0.00
MEAD JOHNSON NUTRITION CO-A Ticker: MJN, CUSIP: 582839106	1,920.00	135,197.79	65.8900	126,508.80	3.58	1.82
PRAXAIR INC Ticker: PX, CUSIP: 74005P104	873.00	71,827.53	109.4500	95,549.85	2.70	2.01

Description

Estimated
Yield (%)% of
Total
Market
ValueMarket
ValueCurrent
Price

Total Cost

Share/Par

Equities (continued)

QUALCOMM INC

Ticker: QCOM, CUSIP 747525103

T ROWE PRICE GROUP INC

Ticker: TROW, CUSIP 74144T108

VIACOM INC-B

Ticker: VIAB, CUSIP 92553P201

VISA INC-CLASS A

Ticker: V, CUSIP: 92826C839

YUM! BRANDS INC

Ticker: YUM, CUSIP: 988498101

ARTISAN FDS MID CAP FD INSTL SHS #1333

CUSIP: 04314H600

HARBOR INTERNATIONAL FUND-INST'L CL FD#11

Ticker: HAINX, CUSIP 411511306

VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND

Ticker: VTSGX, CUSIP: 921909792

162

4.88

172,650.14

61.8596

107,059.57

2,791.00

2.09

5.80

204,988.63

65.1171

157,721.27

3,148.00

2.09

4.00

141,448.68

52.7400

90,921.11

151.5800

211,454.10

66.4000

131,604.00

3.73

0.87

2.02

1.71

0.00

2.02

5.97

Total Equities \$20,718,037

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK, INC.

EIN 22-3804398

TAB A

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
*AEW GLOBAL PROPERTY SECURITIES FUND LIMITED PARTNERSHIP 05/31/11 CUSIP: 008930148 (This security is not held by HSBC)	100.000	2,574,830.42	39,273.5386	3,927,353.86	3.73	0.00
*WELLINGTON ARCHIPELAGO HOLDINGS LTD CUSIP: 949990105 (This security is not held by HSBC)	323,383.856	6,650,000.00	21.5544	7,073,527	6.63	0.00
*SSGA S&P 400 MIDCAP INDEX (NON-LENDING) CMAJ7N0N PRICES EFFECTIVE AS OF 11/30/09 CUSIP: 782994107 (This security is not held by HSBC)	192,257.16	3,286,685.40	28.0540	5,393,582.31	5.13	0.00
*SSGA SSB S & P 500 TOBACCO FREE INDEX FD CIT (CMD9) PRICE EFFECTIVE DATE 11/30/09 CUSIP: 782993004 (This security is not held by HSBC)	577,245.91	8,825,512.15	19.0190	10,978,639.96	10.44	0.00
*ARCHSTONE EQUITY STRATEGIES FUND LTD CUSIP: 998101CK3 (This security is not held by HSBC)	58,766.99	5,876,699.00	108.7800	6,437,496	6.08	0.00

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK, INC.

EIN: 22-3804398

TAB A

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
*SILCHESTER INTL INVESTORS TOBACCO FREE INTL VALUE EQUITY TRUST CUSIP: 826990202 (This security is not held by HSBC)	212,498.076	5,410,200.33	51.086	10,855,740.48	10.32	0.00
*TIFF ABSOLUTE RETURN POOL SERIES I LIMITED PARTNERSHIP PRICE EFFECTIVE DATE 12/31/2011 CUSIP: 886499110 (This security is not held by HSBC)	6,776.178	11,595,275.00	2,029.640	7,438,314	13.08	0.00
*COLCHESTER GLOBAL BOND FUND CUSIP: 191990100 (This security is not held by HSBC)	160,027.812	4,180,438.53	32.746	5,240,190.71	4.98	0.00
*EMERGING MARKETS COUNTRY FUND CUSIP: 28999013 (This security is not held by HSBC)	152,359.114	9,000,000.00	53.328	8,125,058.79	7.73	0.00
*WELLINGTON TRUST FUND CTF STRATEGIC REAL ASSET CUSIP: 999821EP2 (This security is not held by HSBC)	326,892.784	3,953,785.51	13.990	4,573,230.05	4.35	0.00
Total Partnerships and Common Trust Funds				\$70,043,131		

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK

EIN 22-3804398

DECEMBER 31, 2012

TAB E - PART I, LINE 23, STATEMENT 8

The following expenses were paid in connection to the Foundation's direct charitable activities. These initiatives were funded and sponsored by the Foundation and include programs that are intended to improve the health and healthcare of the people and communities in the Western and Central New York areas.

Expenses incurred for such initiatives include:

Program Consultant Fees	353,220
Evaluation Consultant Fees	208,525
Marketing/PR Consultant Fees	4,613
Web Consultant Fees	804
Programatic Legal Counseling	3,497
Consultant Fees - Other	134,013
Speakers Fees	28,100
Travel Reimbursement	32,798
Meals, Lodging and Location Fees	111,537
Telephone/Conference Calls	11,974
Mailing and Postage	1,485
Printing	39,738
Office Supplies	46,220
Total Expenses Incurred and Paid:	<u>976,524</u>

Note: All other expenses (not including the above amounts) reported on Form 990-PF, Part I, Lines 13 through 23 are general administrative expenses of the Foundation.

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK

EIN 22-3804398

DECEMBER 31, 2012

TAB B - PART I, LINES 4, 6, AND 7

	Column A Revenue and expenses per books	Pass-through income from Schedules K-1	Column B Net Investment Income
Dividends and interest from securities			
Various investments	606,324	-	606,324
Silchester Intl Investors Tobacco Free	328,491	376,811	376,811
Guggenheim Plus II L P	-	154	154
S&P Midcap Index	-	89,640	89,640
S&P 500 Tobacco Free Index	-	238,643	238,643
WTC - CTF Strategic Real Asset Portfolio	67,681	57,580	57,580
Colchester Global Investors, Inc	191,458	148,910	148,910
City of London Emerging Markets	-	88,608	88,608
AEW Global Property Securities Fund	119,240	401,675	401,675
Total Dividends	<u>1,313,194</u>	<u>1,402,021</u>	<u>2,008,345</u>

Part I, Line 4,
Column (a)Part I, Line 4,
Column (b)

	Column A Revenue and expenses per books	Pass-through income (loss) from Schedules K-1	Column B Net Investment Income
Net gain from sale of assets			
Gain from sale of publicly traded securities	180,060	-	180,060
Class action settlement receipts	3,547		3,547
Capital gain distributions	230,058		230,058
Sale of S&P Midcap Index	82,958	-	82,958
Sale of S&P 500 Tobacco Free	228,056		228,056
Sale of TIFF Absolute Return	1,064,631		1,064,631
Sale of WTC - CTF Strategic Real Asset Portfolio	82,369		82,369
Silchester Intl Investors Tobacco Free	402,610	383,562	383,562
Guggenheim Plus II L P	-	(2,587)	(2,587)
S&P Midcap Index	-	199,915	199,915
S&P 500 Tobacco Free Index	-	209,557	209,557
WTC - CTF Strategic Real Asset Portfolio	-	(213,217)	(213,217)
Colchester Global Investors, Inc	22,426	15,564	15,564
City of London Emerging Markets	-	(848,488)	(848,488)
AEW Global Property Securities Fund	50,089	(35,230)	(35,230)
Total net gain from sale of assets	<u>2,346,804</u>	<u>(290,924)</u>	<u>1,580,755</u>

Part I, Line 6a,
Column (a)Part I, Line 7,
Column (b)

HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK

EIN 22-3804398

TAB C

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Bus./Inv. %	Sec. 179/ Bonus	Salvage/ Basis Adj.	Beg Accum Depreciation	Current Depreciation	Total Depreciation
EQUIPMENT												
1		PRINTER & SUPP	4/2/2002	SL / N/A	5.0000	480.00	100.0000	0.00	0.00	480.00	0.00	480.00
2		PRINTING SUPP	4/17/2002	SL / N/A	5.0000	2,109.95	100.0000	0.00	0.00	2,109.95	0.00	2,109.95
3		CUSTOM BUILD	10/29/2002	SL / N/A	5.0000	1,049.00	100.0000	0.00	0.00	1,049.00	0.00	1,049.00
4		CUSTOM BUILD	10/29/2002	SL / N/A	5.0000	1,199.00	100.0000	0.00	0.00	1,199.00	0.00	1,199.00
5		HP-SB21 PROJ	10/4/2004	SL / N/A	5.0000	1,881.24	100.0000	0.00	0.00	1,881.24	0.00	1,881.24
6		GIG 3 PACK ON	10/29/2002	SL / N/A	5.0000	498.00	100.0000	0.00	0.00	498.00	0.00	498.00
7		BACKUP MYPC	10/29/2002	SL / N/A	5.0000	149.00	100.0000	0.00	0.00	149.00	0.00	149.00
8		COMPUTER (AM	9/13/2004	SL / N/A	5.0000	2,482.15	100.0000	0.00	0.00	2,482.15	0.00	2,482.15
9		ENVELOPE FEEL	10/29/2002	SL / N/A	5.0000	299.00	100.0000	0.00	0.00	299.00	0.00	299.00
10		EXTERNAL USB	10/29/2002	SL / N/A	5.0000	799.00	100.0000	0.00	0.00	799.00	0.00	799.00
11		MICROSOFT OFI	11/12/2002	SL / N/A	3.0000	718.00	100.0000	0.00	0.00	718.00	0.00	718.00
12		TIME PLAN 12 H	11/12/2002	SL / N/A	3.0000	1,080.00	100.0000	0.00	0.00	1,080.00	0.00	1,080.00
13		PC ANYWHERE	11/12/2002	SL / N/A	3.0000	149.00	100.0000	0.00	0.00	149.00	0.00	149.00
14		CUSTOM BUILD	6/30/2003	SL / N/A	5.0000	2,199.99	100.0000	0.00	0.00	2,199.99	0.00	2,199.99
15		GRANT SOFTWARE	11/30/2004	SL / N/A	3.0000	1,139.40	100.0000	0.00	0.00	1,139.40	0.00	1,139.40
16		NEW COMPUTE	1/30/2004	SL / N/A	5.0000	1,709.00	100.0000	0.00	0.00	1,709.00	0.00	1,709.00
17		DELL COMPUTE	2/27/2006	M / HY	5.0000	2,056.46	100.0000	0.00	0.00	2,056.46	0.00	2,056.46
18		2 COMPUTER M	11/6/2006	M / HY	5.0000	459.98	100.0000	0.00	0.00	459.98	0.00	459.98
19		LAPTOP COMPL	8/31/2006	M / HY	5.0000	300.00	100.0000	0.00	0.00	300.00	0.00	300.00
20		2 NEW COMPUT	3/29/2007	M / HY	5.0000	8,231.96	100.0000	0.00	0.00	7,757.80	474.16	8,231.96
21		FLAT PANEL MC	4/30/2007	M / HY	5.0000	199.99	100.0000	0.00	0.00	188.47	11.52	199.99
22		PHOTOSMART C	4/30/2007	M / HY	5.0000	180.00	100.0000	0.00	0.00	169.63	10.37	180.00
23		SYNERGY COMF	6/1/2007	M / HY	5.0000	1,975.50	100.0000	0.00	0.00	1,861.71	113.79	1,975.50
24		COMPUTER EQL	1/15/2008	MT / HY	5.0000	1,755.86	100.0000	0.00	0.00	1,452.46	202.28	1,654.74
25		KENNEDY COMF	7/16/2008	SL / N/A	5.0000	1,915.91	100.0000	0.00	0.00	1,309.20	383.18	1,692.38
26		COMPAQ BUSIN	10/8/2008	SL / N/A	5.0000	1,006.34	100.0000	0.00	0.00	654.13	201.27	855.40
42		Computers	7/1/2009	MSL / HY	5.0000	3,386.21	100.0000	0.00	0.00	1,693.10	677.24	2,370.34
45		Phone System - E	12/17/2010	MSL / MQ	5.0000	6,040.00	100.0000	0.00	0.00	1,359.00	1,208.00	2,567.00
46		Phone System - S	12/20/2010	MSL / MQ	5.0000	6,890.00	100.0000	0.00	0.00	1,550.25	1,378.00	2,928.25
47		Software	12/20/2010	MSL / MQ	5.0000	6,581.22	100.0000	0.00	0.00	1,480.77	1,316.25	2,797.02
51		Copier	12/29/2010	MSL / MQ	5.0000	4,841.00	100.0000	0.00	0.00	1,089.23	968.20	2,057.43
52		Wireless hub	12/30/2010	MSL / MQ	5.0000	1,350.00	100.0000	0.00	0.00	303.75	270.00	573.75
55		Video Conferenci	4/8/2011	SL / N/A	5.0000	47,194.18	100.0000	0.00	0.00	7,079.13	9,438.84	16,517.97
56		Computer Mac -	4/23/2011	SL / N/A	5.0000	2,471.83	100.0000	0.00	0.00	329.58	494.37	823.95
59		3 Wireless desktc	8/1/2011	SL / N/A	5.0000	209.97	100.0000	0.00	0.00	17.50	41.99	59.49
60		3 21.5 monitors w	8/1/2011	SL / N/A	5.0000	567.00	100.0000	0.00	0.00	47.25	113.40	160.65
61		1510x Projector -	8/1/2011	SL / N/A	5.0000	733.09	100.0000	0.00	0.00	61.09	146.62	207.71
62		460 mini tower w	8/1/2011	SL / N/A	5.0000	1,229.00	100.0000	0.00	0.00	102.42	245.80	348.22
63		2 Lat E6420 laptc	8/1/2011	SL / N/A	5.0000	3,768.00	100.0000	0.00	0.00	314.00	753.60	1,067.60
64		Computers	8/19/2011	SL / N/A	5.0000	2,232.39	100.0000	0.00	0.00	148.83	446.48	595.31
66		Computers	5/22/2012	SL / N/A	5.0000	2,215.49	100.0000	0.00	0.00	0.00	258.47	258.47
69		Monitors and Prc	8/22/2012	SL / N/A	5.0000	1,518.12	100.0000	0.00	0.00	0.00	101.21	101.21
73		180- Computer E	11/15/2012	SL / N/A	5.0000	1,750.00	100.0000	0.00	0.00	0.00	58.33	58.33
74		Computer Equipr	12/15/2012	SL / N/A	5.0000	4,153.24	100.0000	0.00	0.00	0.00	69.22	69.22
Subtotal: EQUIPMENT						133,154.47		0.00	0.00	49,727.47	19,382.59	68,110.06
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00

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HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK

Subtotal	315,999.78	0.00	116,692.43	337,307.61	150,423.19
Less disposals and exchanges	0.00	0.00	0.00	0.00	0.00
Grand Totals	315,999.78	0.00	116,692.43	337,307.61	150,423.19

Health Foundation For Western Central New York

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TAB D

Grants Paid

Organization	Address	Status	Purpose	Amount
Allegany/W Steuben Rural Health Network	85 North Main Street, Suite 4 Wellsville, NY 14895	501c3	Falls Prevention	\$ 70,000
Allegany/W Steuben Rural Health Network	86 North Main Street, Suite 4 Wellsville, NY 14895	501c3	Ready or Not	\$ 5,000
Amherst Meals on Wheels	370 John James Audubon Parkway Amherst, NY 14228	501c3	Ready or Not	\$ 4,000
Baker Victory Services	780 Ridge Road Lackawanna, NY 14218	501c3	CHOMPERS	\$ 15,000
Bassett Medical Center	1 Atwell Road Cooperstown, NY 13326	501c3	Mental Health - Herkimer County	\$ 25,000
Belle Center, The	The Belle Center 104 Maryland Street Buffalo, NY 14201	501c3	Community Health Workers	\$ 6,500
Belle Center, The	The Belle Center 104 Maryland Street Buffalo, NY 14201	501c3	Community Health Workers	\$ 124,850
Brothers of Mercy Nursing Home Co., Inc.	10570 Bergtold Road Clarence, NY 14031	501c3	Falls Prevention	\$ 20,000
Buffalo Prep	18 Acheson Annex University at Buffalo Buffalo, NY 14214	501c3	Falls Prevention	\$ 600
Buffalo Rehab Group Physical Therapy	2100 Union Road West Seneca, NY 14224	501c3	Falls Prevention	\$ 25,000
Canton Woods Senior Center	76 Canton Street Baldwinsville, NY 13027 Attn Ruth Troy	501c3	CNY - NAI	\$ 15,000
Catholic Charities of Buffalo, NY	741 Delaware Avenue Buffalo, NY 14209	501c3	Ready or Not	\$ 5,000
Catholic Charities of Onondaga County	1654 W Onondaga Street Syracuse, NY 13204	501c3	CNY - NAI	\$ 5,000
Child & Adolescent Treatment Services	Administration Airport Commerce Park 301 Cayuga Road, STE 200, Buffalo, NY	501c3	Service recognition	\$ 1,000
Center for Court Innovation	One Park Plaza 300 S State Street, Ste 102 Syracuse, NY 13202-2024	501c3	Maternal and Child Health Services	\$ 15,000
Centers at St Camillus, The	813 Fay Road Syracuse, NY 13219	501c3	Ready or Not	\$ 5,000
Central NY Community Foundation	431 E. Fayette St. Suite 100 Syracuse, NY	501c3	Madison County Dept of Health	\$ 42,511
Central NY Community Foundation	431 E. Fayette St. Suite 100 Syracuse, NY	501c3	ElderLife, Inc Parkway Senior	\$ 45,000
Central NY Community Foundation	431 E. Fayette St. Suite 100 Syracuse, NY	501c3	Centers at St. Camillus	\$ 44,680
Central NY Community Foundation	431 E. Fayette St. Suite 100 Syracuse, NY	501c3	Friends of Bassett Health Care	\$ 50,000
Clean Air Coalition of WNY	341 Delaware Ave. Buffalo, NY 14202	501c3	Clean Air	\$ 2,000
Community Foundation for Greater Buffalo	726 Exchange Street, Buffalo, NY	501c3	Various Health Initiatives	\$ 745,351
Complete Senior Care	1302 Main Street Niagara Falls, NY 14301	501c3	Ready or Not	\$ 5,000
Daemen College	4380 Main Street Amherst, NY 14226	501c3	Geriatric Workforce	\$ 16,000
D'Youville College	320 Porter Avenue Buffalo, NY 14201	501c3	Geriatric Workforce	\$ 12,000
Eighth District Dental Society	Memorial Education Foundation, Inc 3831 Harlem Road Buffalo, NY 14215	501c3	CHOMPERS	\$ 15,000
Erie County Department of Senior Services	13th Floor 85 Franklin Street Buffalo, NY 14202-3968	501c3	Falls Prevention	\$ 30,000
Family Nurturing Center of Central NY, Inc.	209 Elizabeth Street 4th Floor Utica, NY 13501	501c3	Maternal and Child Health Services	\$ 15,000
Gifford Foundation, Inc., The	126 North Salina St 3rd floor Syracuse, NY 13202	501c3	CNY Neighborhood Action	\$ 7,200

Health Foundation For Western Central New York

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TAB D

Grants Paid

GLOW YMCA	209 East Main Street Batavia, NY 14020	501c3	Falls Prevention	\$	50,000
Golisano Children's Hospital	750 E Adams Street Syracuse, NY 13210	501c3	GCH	\$	250
Grant Managers Network	Grant Managers Network 1101 14th Street, NW, Suite 420 Washington, DC 20005	501c3	GMN	\$	2,000
Grantmakers Forum of New York	75 College Avenue Rochester, NY 14607-1009	501c3	GFNY	\$	800
Grantmakers in Aging	2001 Jefferson Davis Highway Suite 504 Arlington, VA 22202	501c3	GIA	\$	3,500
Grantmakers in Health	1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110	501c3	GIH	\$	4,500
Health Ministry of the Southern Tier	300 Nasser Civic Center Plaza Suite 230 Corning, NY 14830	501c3	Access to healthcare for the uninsured	\$	30,000
HEALTHeLINK	d.b.a HEALTHeLINK 2568 Walden Ave. Suite 107 Buffalo, NY 14225	501c3	Access to healthcare for the uninsured	\$	86,617
Healthy Community Alliance, Inc.	1 School Street Suite 100 Gowanda, NY 14070	501c3	Falls Prevention	\$	70,000
Heart of the City Neighborhoods, Inc.	42 Plymouth Avenue Buffalo, NY 14201	501c3	Heart of the City	\$	30,000
Herkimer County Public Health Nursing Services	301 N Washington Street Herkimer, NY 13350	501c3	Maternal and Child Health Services	\$	15,000
Hospice of the Finger Lakes	1130 Corporation Drive Auburn, NY 13021	501c3	Falls Prevention	\$	500
Human Services Coalition of Tompkins Co.	100 W. Seneca Street Ithaca, NY 14850	501c3	Falls Prevention	\$	70,000
Huntington Family Centers, Inc.	405 Gifford Street Syracuse, NY 13204 Attn Mary Lou Sayles	501c3	CNY NAI	\$	30,000
Institute for Human Services, Inc.	c/o Steuben Rural Health Network 6866 County Route 11 Bath, NY 14810-7722	501c3	Souther Finger Lakes	\$	20,490
Jericho Road Ministries, Inc.	184 Barton Street Buffalo, NY 14213	501c3	Ready or Not	\$	5,000
Kaleida Health Finance Dept.	Phyllis Gentner c/o McLaughlin Center for Senior Wellness 445 Tremont Street	501c3	Early Child Mental Health - Help Me Grow	\$	35,000
Kaleida Health Foundations	1280 Delaware Ave Buffalo, NY 14209 Attn. Elsie Dawe	501c3	Falls Prevention	\$	11,600
Kaleida Health/DeGraff Memorial Hospital	445 Tremont Street North Tonawanda, NY 14120	501c3	Falls Prevention	\$	50,000
Learning Partners	14 Pine Court North West Seneca, NY 14224	501c3	Falls Prevention	\$	5,000
LeMoyne College	1419 Salt Springs Road Syracuse, NY 13214	501c3	Geriatric Workforce	\$	16,000
Madison County Department of Health	138 North Court Street PO Box 605 Wampsville, NY 13163-0605	501c3	Ready or Not	\$	5,000
McAuley Seton Home Care	14 Apple Tree Business Park Cheektowaga, NY 14227	501c3	Falls Prevention	\$	22,684
National Quality Forum	1030 15th St, NW Suite 800 Washington, DC 20005	501c3	NQF	\$	250
National Urban Fellows	989 Avenue of the Americas Suite 400 New York, NY 10018	501c3	Opportunity Fund	\$	10,000
New York Academy of Medicine, The	1216 Fifth Avenue New York, NY 10029	501c3	CNY Maternal Child Health	\$	20,000
New York Association of Counties	540 Broadway 5th Floor Albany, NY 12207	501c3	Working with Chataqua County	\$	8,250
Niagara Lutheran Health Foundation	64 Hager Street Buffalo, NY 14208	501c3	Service recognition	\$	1,000
Niagara University	Institutional Adv. Dept., CFR Office PO Box 2008 Clet Hall - 2nd fl., Rm. 2205	501c3	WNY Neighborhood Action	\$	1,600
Onondaga County Dept. of Aging & Youth	421 Montgomery Street, 13th Floor Syracuse, NY 13201	501c3	Falls Prevention	\$	25,000

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P2 Collaborative of WNY	6225 Sheridan Drive Williamsville, NY 14221	501c3	Maternal and Child Health Services	\$	3,200
P2 Collaborative of WNY	6225 Sheridan Drive Williamsville, NY 14221	501c3	Improving Care Transitions	\$	16,800
P2 Collaborative of WNY	6225 Sheridan Drive Williamsville, NY 14221	501c3	Opportunity Fund	\$	10,000
Parkside Community Association, Inc.	2318 Main Street Buffalo, NY 14214	501c3	WNY Neighborhood Action	\$	5,000
Parkway Senior Center	220 Memorial Parkway Utica, NY 13501	501c3	Ready or Not	\$	5,000
People's Equal Action & Comm Effort, Inc.	217 South Salina Street 2nd floor Syracuse, NY 13202	501c3	CNY NAI	\$	15,000
Planned Parenthood of Buffalo & Erie County	2697 Main Street Buffalo, NY 14214-1701	501c3	Fellows Action Network	\$	81,000
Research Foundation of SUNY, SUNYIT	100 Seymour Road Utica, NY 13052	501c3	Transgenerational Mentoring	\$	46,000
Research Foundation of SUNY-Albany	The State University of New York PO Box 9 Albany, NY 12201-0009	501c3	Falls Prevention	\$	46,377
Respecting Choices	Gundersen Health System Mail Stop Alex 1900 South Avenue	501c3	Geriatric Workforce	\$	15,800
Rochester Primary Care Network	259 Monroe Avenue, Level B Rochester, NY 14607	501c3	Opportunity Fund	\$	10,000
Rome Memorial Hospital	1500 N James Street Rome, NY 13440	501c3	Maternal and Child Health Services	\$	15,000
So. Tier Community Health Center Network	500 Main Street Olean, NY 14760	501c3	Southern Tier Health Center Network	\$	35,000
St Joseph's Hosp. Hlth. Cntr. Foundation	973 James Street Syracuse, NY 13203	501c3	Geriatric Workforce	\$	1,000
SUNY Upstate Medical University.1	Dept of Physician Assistant Studies 750 East Adams Street Syracuse, NY 13210	501c3	Geriatric Workforce	\$	6,000
Syracuse Community Health Ctr Foundation	819 South Salina Street Syracuse, NY 13202	501c3	CNY NAI	\$	35,000
Syracuse Northeast Community Center	716 Hawley Avenue Syracuse, NY 13203 Attn Katie Stager	501c3	CNY NAI	\$	7,500
The Research Foundation of SUNY Oswego	223 Hewitt Union, SUNY Oswego Oswego, NY 13126	501c3	WRVO Radio Show	\$	13,764
The University at Buffalo Foundation, Inc	PO Box 900 Buffalo, NY 14226	501c3	Falls Prevention	\$	25,000
Thompkins County Office for the Aging	320 North Tioga Street Ithaca, NY 14850 Attn Lisa Holmes	501c3	Improving Care Transitions	\$	2,400
UB Foundation Services, Inc.	P. O. Box 900 Buffalo, NY 14226-0900	501c3	Falls Prevention	\$	50,000
UB Foundation Services, Inc.	P. O. Box 900 Buffalo, NY 14226-0900	501c3	Powerful Tools for Caregivers	\$	17,231
UB Foundation Services, Inc.	P. O. Box 900 Buffalo, NY 14226-0900	501c3	Geriatric Workforce	\$	6,000
United Way of the Southern Tier	300 Civic Center Plaza Suite 220 Corning, NY 14830	501c3	Souther Finger Lakes	\$	63,250
University at Bflo Regional Institute	School of Architecture and Planning 114 Diefendorf Hall Buffalo, NY 14214	501c3	Information and graphics	\$	7,921
University at Buffalo Foundation	PO Box 730 Buffalo, NY 14226-0730	501c3	Service recognition	\$	1,000
Visiting Nursing Association of WNY	2100 Wehrle Drive Williamsville, NY 14221	501c3	Falls Prevention	\$	22,535
WNY Public Health Alliance	60 Dingens Street Buffalo, NY 14206	501c3	Opportunity Fund	\$	8,000
				\$	2,572,511