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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
FRED AND FLOY WILLMOTT FOUNDATION 14-217520

Number and street (or P O box number if mail is not delivered to street address) Room/suite
95 WASHINGTON ST, ATRIUM 1N

City or town, state or province, country, and ZIP or foreign postal code
BUFFALO, NY 14203-2885

A Employer identification number
22-2587484

B Telephone number (see instructions)
-

C If exemption application is pending, check here

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

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

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

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

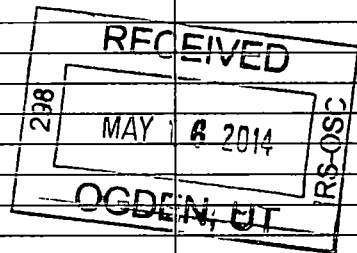
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,743,160.**

POSTMARK DATE MAY 13 2014

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	120,014.	119,318.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	306,051.			
b	Gross sales price for all assets on line 6a	1,102,456.			
7	Capital gain net income (from Part IV, line 2)		305,188.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		-4,978.		STMT 1
12	Total. Add lines 1 through 11	426,065.	419,528.		
13	Compensation of officers, directors, trustees, etc.	94,362.	66,053.		28,309.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,248.	NONE	NONE	1,248.
c	Other professional fees (attach schedule) STMT 3		324.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	5,579.	608.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	250.	1,610.		250.
24	Total operating and administrative expenses. Add lines 13 through 23	101,439.	68,595.	NONE	29,807.
25	Contributions, gifts, grants paid	266,685.			266,685.
26	Total expenses and disbursements. Add lines 24 and 25	368,124.	68,595.	NONE	296,492.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	57,941.			
b	Net investment income (if negative, enter -0-)		350,933.		
c	Adjusted net income (if negative, enter -0-)				



SCANNED MAY 22 2014 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	113,216.	169,098.	169,098.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 6	1,869,262.	1,830,010.	2,828,729.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 7	2,412,053.	2,453,364.	2,745,333.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,394,531.	4,452,472.	5,743,160.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,394,531.	4,452,472.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,394,531.	4,452,472.	
31	Total liabilities and net assets/fund balances (see instructions)	4,394,531.	4,452,472.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 4,394,531.
2	Enter amount from Part I, line 27a	2 57,941.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 4,452,472.
5	Decreases not included in line 2 (itemize)	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,452,472.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,093,580.		797,268.	296,312.	
b 8,876.			8,876.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FM 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			296,312.	
b			8,876.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 305,188.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	296,436.	5,073,752.	0.058425
2011	312,482.	5,049,527.	0.061883
2010	303,111.	4,906,695.	0.061775
2009	279,660.	4,565,620.	0.061253
2008	331,919.	5,297,685.	0.062654
2 Total of line 1, column (d)			2 0.305990
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.061198
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,351,956.
5 Multiply line 4 by line 3			5 327,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,509.
7 Add lines 5 and 6			7 331,038.
8 Enter qualifying distributions from Part XII, line 4			8 296,492.

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

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

Table with 11 rows for excise tax calculations. Includes rows for exempt foundations (7,019), tax under section 511, subtitle A tax (NONE), tax based on investment income (7,019), credits/payments (4,632), and tax due (2,387).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns with 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of HSBK BANK USA Telephone no (800) 284-5866
Located at ONE HSBK CENTER, BUFFALO, NY ZIP+4 14203
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X 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.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HSBC BANK USA PO BOX 4203, BUFFALO, NY 14240	CO-TRUSTEE	59,543.	-0-	-0-
REV JOHN D COOKE 641 STOLLE ROAD, ELMA, NY 14059-9360	CO-TRUSTEE	8,119.	-0-	-0-
LUTHER MILLER , ROCHESTER, NY 14610	CO-TRUSTEE	26,700.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over \$50,000 **NONE**

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,263,447.
b	Average of monthly cash balances	1b	170,011.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,433,458.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,433,458.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,351,956.
6	Minimum investment return. Enter 5% of line 5	6	267,598.

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	267,598.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,019.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,019.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	260,579.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	260,579.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	260,579.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	296,492.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	296,492.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	296,492.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				260,579.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	69,447.			
b From 2009	53,073.			
c From 2010	56,366.			
d From 2011	65,940.			
e From 2012	46,959.			
f Total of lines 3a through e	291,785.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>296,492.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				260,579.
e Remaining amount distributed out of corpus	35,913.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	327,698.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	69,447.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	258,251.			
10 Analysis of line 9				
a Excess from 2009	53,073.			
b Excess from 2010	56,366.			
c Excess from 2011	65,940.			
d Excess from 2012	46,959.			
e Excess from 2013	35,913.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test - enter (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i); b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties); (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii); (3) Largest amount of support from an exempt organization; (4) Gross investment income.

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

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

N/A

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

N/A

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

Check here [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 27</p>				266,685.
Total ▶ 3a				266,685.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FROM PASSTHROUGHS		
	-----	-4,978.
TOTALS	=====	-4,978.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING PREP FEES	1,248.			1,248.
TOTALS	1,248.	NONE	NONE	1,248.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PASSTHROUGHS		324.
TOTALS		324.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX - FYE 2012	947.	
EST. TAX - 1ST QTR	1,158.	
EST. TAX - 2ND QTR	1,158.	
EST. TAX - 3RD QTR	1,158.	
EST. TAX - 4TH QTR	1,158.	608.
FOREIGN TAX		
TOTALS	5,579.	608.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CTF EXPENSES		1,610.	
NYS FILING FEE	250.		250.
TOTALS	250.	1,610.	250.

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	1,869,262.	1,830,010.	2,828,729.
TOTALS	1,869,262.	1,830,010.	2,828,729.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,412,053.	2,453,364.	2,745,333.
TOTALS		2,412,053.	2,453,364.	2,745,333.

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

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

COMMON TRUST FUNDS -860.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -860.00
=====

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

COMMON TRUST FUNDS 9,736.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 9,736.00
=====

RECIPIENT NAME:
ROCHESTER REHABILITATION
CENTER, INC.
ADDRESS:
1000 ELMWOOD AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,250.

RECIPIENT NAME:
HOUSE OF MERCY
ADDRESS:
725 HUDSON AVENUE
ROCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
BORINQUENE DANCE THEATRE, INC
ADDRESS:
PO BOX 10493
ROCHESTER, NY 14610
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

ST. ANN'S HOME FOR
THE AGED

ADDRESS:

1500 PORTLAND AVENUE
ROCHESTER, NY 14621

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PINES OF PEACE

ADDRESS:

2378 RIDGE ROAD
ONTARIO, NY 14519

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

RESEARCH FOUNDATION SUNY-BROCKPORT
COLLEGE FOR CAMP ABILITIES

ADDRESS:

350 NEW CAMPUS DRIVE
BROCKPORT, NY 14420

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:
LANDMARK SOCIETY OF WNY
ADDRESS:
133 S. FITZHUGH STREET
ROCHESTER, NY 14608-2204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
LIFESPAN OF GREATER
ROCHESTER, INC.
ADDRESS:
1900 S. CLINTON AVENUE N
ROCHESTER, NY 13618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ROCHESTER FRIENDLY HOME
ADDRESS:
3156 EAST AVE.
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FRIENDS OF GANONDAGAN
ADDRESS:
1488 NEW YORK 444
VICTOR, NY 14564
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
EMPIRE STATE COLLEGE
FOUNDATION
ADDRESS:
28 UNION AVE
SARASOTA SPRINGS, NY 12866-4390
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
AD COUNCIL OF ROCHESTER
ADDRESS:
274 N. GOODMAN STREET, SUITE B269
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
WILSON COMMENCEMENT
PARK
ADDRESS:
251 JOSEPH AVENUE
ROCHESTER, NY 14605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

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

RECIPIENT NAME:
NW NEIGHBORHOOD OUTRACH CTR
INC (FMRLY GRACE URBAN MINISTRIES)
ADDRESS:
858 DEWEY AVENUE
ROCHESTER, NY 14613-2097
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
PARTNERS IN COMMUNITY
DEVELOPMENT
ADDRESS:
45 MAXSON STREET
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
URBAN LEAGUE OF ROCHESTER, INC.
ADDRESS:
265 N. CLINTON AVENUE
ROCHESTER, NY 14605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
COMPEER ROCHESTER, INC
ADDRESS:
259 MONROE AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

EAST HOUSE CORP

ADDRESS:

1701 LAC DEVILLE BLVD
ROCHESTER, NY 14618-5663

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

PROJECT U.N.I.Q.U.E., INC.

ADDRESS:

BRIGHTON STATION, P.O. BOX 10069
ROCHESTER, NY 14610

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

LEROY CHRISTIAN COMMUNITY
PROJECT

ADDRESS:

124 E MAIN STREET
LEROY, NY 14482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
AL SIGL CENTER
ADDRESS:
1000 ELMWOOD AVE.,
ROCHESTER, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
SPIRITUS CHRISTI PRISON
OUTREACH INC.
ADDRESS:
934 CULVER RD
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORTHEASTERN SEMINARY
ADDRESS:
2265 WESTSIDE DRIVE
ROCHESTER, NY 14624
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HERITAGE CHRISTIAN SERVICES INC.
ADDRESS:
349 WEST COMMERCIAL ST., STE 2795
EAST ROCHESTER, NY 14445
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LUTHERAN CHURCH OF THE
INCARNATE WORD
ADDRESS:
597 EAST AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
COLLEEN HENDRICK DANCE
THEATRE, INC
ADDRESS:
34 ELTON STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CHILDREN AWAITING PARENTS, INC.
ADDRESS:
595 BLOSSOM ROAD, SUITE 306
ROCHESTER, NY 14610
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

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

RECIPIENT NAME:
ADVOCACY CENTER, INC.
ADDRESS:
590 SOUTH AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
LAKESIDE FOUNDATION
ADDRESS:
156 WEST AVENUE
BROCKPORT, NY 14420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
GENESEE AREA CAMPUS MINISTRIES
UNIVERSITY OF ROCHESTER
ADDRESS:
320 WILSON BOULEVARD
ROCHESTER, NY 14627
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CAMERON COMMUNITY MINISTRIES
ADDRESS:
48 CAMERON STREET
ROCHESTER, NY 14606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

CENTER FOR YOUTH SERVICES, INC

ADDRESS:

905 MONROE AVENUE
ROCHESTER, NY 14620

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GEVA THEATRE INC

ADDRESS:

75 WOODBURY BLVD
ROCHESTER, NY 14607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GENESEE LAND TRUST, INC

ADDRESS:

46 PRINCE STREET
ROCHESTER, NY 14607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JUDICIAL PROCESS
COMMISSION, INC.
ADDRESS:
285 ORMOND STREET
ROCHESTER, NY 14605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ROCHESTER CITY BALLET
ADDRESS:
1326 UNIVERSITY AVENUE
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
ST LUKE & ST. SIMON EPISCOPAL
CHURCH
ADDRESS:
17 S. FITZBURGH STREET
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
HUMANE SOCIETY OF GREATER ROCHESTER
ROCHESTER P.C.A. INC.
ADDRESS:
99 VICTOR ROAD
FAIRPORT, NY 14450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
ST. JOHN'S HOME FOUNDATION INC
ADDRESS:
150 HIGHLAND AVENUE
ROCHESTER, NY 14520-3099
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
NEIGHBOR WORKS ROCHESTER DBA
NEIGHBORHOOD HOUSING SERVICES
ADDRESS:
570 SOUTH AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
FUTURE BOXING CLUB, INC
ADDRESS:
460 BUFFALO ROAD
ROCHESTER, NY 14611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FRIENDS OF SCHOOL OF THE ARTS
ADDRESS:
45 PRINCE STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SISTER OF MERCY OF THE
AMERICAS-NYPPAW
ADDRESS:
625 ABBOTT ROAD
BUFFALO, NY 14220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
UNITED CEREBRAL PALSY ASSOCIATION
OF THE ROCHESTER AREA INC
ADDRESS:
3399 WINTON ROAD SOUTH
ROCHESTER, NY 14623
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
LITERACY VOLUNTEERS
OF ROAD INC.
ADDRESS:
1600 SOUTH AVENUE, SUITE 100
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
HEARING & SPEECH CENTER OF ROCH INC
ADDRESS:
1000 ELMWOOD AVE, SUITE 400
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
NYSARC, INC
ADDRESS:
393 DELAWARE AVE
DELMAR, NY 12054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
EPISCOPAL CHURCH HOME
ADDRESS:
505 MOUNT HOPE AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
THE HARLEY SCHOOL
ADDRESS:
1981 CLOVER STREET
ROCHESTER, NY 14618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,600.

RECIPIENT NAME:
NEW LIFE PRESBYTERIAN CHURCH
ADDRESS:
243 ROSEDALE ST
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
LEARNING DISABILITIES ASC
OF GENESEE
ADDRESS:
1650 SOUTH AVE, STE 200
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
BOARD OF EDUCATION CITY SCH
ADDRESS:
131 W. BROAD ST
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,335.

=====

RECIPIENT NAME:

ROCHESTER ARTS FESTIVAL, INC.

ADDRESS:

26 SOUTH GOODMAN ST
ROCHESTER, NY 14607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,000.

TOTAL GRANTS PAID: 266,685.

=====



Holdings Summary

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

As of December 31, 2013
Reporting Currency: USD

Description	Total Cost	Market Value*	% of Asset Class	% of Total Market Value
■ Cash, Deposits and Money Markets				
US Money Market Funds	169,098.02	169,098.02	100.00	2.94
TOTAL CASH, DEPOSITS AND MONEY MARKETS	\$169,098.02	\$169,098.02	100.00	2.94
■ Fixed Income				
US Fixed Income Mutual Funds	51,553.32	52,823.71	3.54	0.92
Offshore US Fixed Income Mutual Funds	109,895.00	103,406.62	6.94	1.80
Diversified Investment Funds	1,393,103.75	1,334,818.06	89.52	23.24
TOTAL FIXED INCOME	\$1,554,552.07	\$1,491,048.39	100.00	25.96
■ Equities				
US Common Stocks	1,830,009.37	2,828,728.92	69.28	49.25
Closed End Equities Mutual Funds	502,074.21	700,493.82	17.16	12.20
US Equity Mutual Funds	396,738.21	553,790.51	13.56	9.64
TOTAL EQUITIES	\$2,728,821.79	\$4,083,013.25	100.00	71.09
TOTAL MARKET VALUE	\$4,452,471.88	\$5,743,159.66	100.00	100.00

*Market value includes accrued income for Fixed Income Assets



Detailed Holdings

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

As of December 31, 2013
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
Cash, Deposits and Money Markets						
FIDELITY INSTL CASH U S GOVT PORT A CUSIP 609999CTZ	154,347 54	154,347 54	1 00	154,347 54	2.69	0 01
FIDELITY INSTL CASH U S GOVT PORT A - INCOME CUSIP 609999CTZ	14,750 48	14,750 48	1 00	14,750 48	0.26	0 01
TOTAL CASH, DEPOSITS AND MONEY MARKETS		\$169,098.02		\$169,098.02	2.94	

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Yield to Maturity at Cost (%)
Fixed Income									
US Fixed Income Mutual Funds									
COLUMBIA HIGH YIELD BOND FUND Ticker: CHYZX, CUSIP 19766F175	8,823 961	25,280 17	2.86	2.9700	141 54	26,348 70	0 46	1,963 45	0 00
JP MORGAN HIGH YIELD SEL Ticker: OHYFX, CUSIP: 4812C0803	3,297 833	26,273 15	7 97	7 9800	158 30	26,475 01	0 46	1,655 51	0 00
Total US Fixed Income Mutual Funds		\$51,553.32			\$299.84	\$52,823.71	0.92	\$3,618.96	





Detailed Holdings

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

As of December 31, 2013
Reporting Currency: USD

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Maturity at Cost (%)	Yield to Cost (%)
Fixed Income (continued)										
Offshore US Fixed Income Mutual Funds										
GOLDMAN SACHS EMERGING MARKETS DEBT FUND Ticker: GSDIX, CUSIP: 36143H886	2,211,318	28,352.60	12.82	12.1200	111.71	26,912.88	0.47	1,410.14	0.00	0.00
MFS SER TR X EMERGING MKTS DEBT FD CL I Ticker: MEDIX, CUSIP: 55273E640	1,841,099	27,440.99	14.90	14.5200	108.33	26,841.09	0.47	1,277.67	0.00	0.00
PIMCO FOREIGN BOND FUND UNHEDGED IN Ticker: PFUIX, CUSIP: 722005220	4,935,536	54,101.41	10.96	10.0400	99.87	49,652.65	0.86	2,573.86	0.00	0.00
Total Offshore US Fixed Income Mutual Funds		\$109,895.00			\$319.91	\$103,406.62	1.80	\$5,261.67		
Diversified Investment Funds										
HSBC BANK USA NA TAXABLE BOND FUND Ticker: DBTF, CUSIP: 568998A00	24,944,209	1,393,103.75	55.85	53.3685	3,583.03	1,334,818.06	23.24	41,082.86	0.00	0.00
Total Diversified Investment Funds		\$1,393,103.75			\$3,583.03	\$1,334,818.06	23.24	\$41,082.86		
TOTAL FIXED INCOME		\$1,554,552.07			\$4,202.78	\$1,491,048.39	25.96	\$49,963.49		



Detailed Holdings

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

As of December 31, 2013
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities							
US Common Stocks							
3M CO Ticker: MMM, CUSIP: 88579Y101	117.00	7,841.72	140.2500	16,409.25	0.29	400.14	2.44
APPLE INC Ticker: AAPL, CUSIP: 037833100	174.00	23,894.80	561.0200	97,617.48	1.70	2,122.80	2.17
AUTOMATIC DATA PROCESSING INC Ticker: ADP, CUSIP: 053015103	483.00	21,644.33	80.7990	39,025.92	0.68	927.36	2.38
BAKER HUGHES INC Ticker: BHI, CUSIP: 057224107	1,010.00	46,846.25	55.2600	55,812.60	0.97	606.00	1.09
BANK OF AMERICA CORP Ticker: BAC, CUSIP: 060505104	2,672.00	41,770.66	15.5700	41,603.04	0.72	106.88	0.26
BOEING CO Ticker: BA, CUSIP: 097023105	301.00	40,761.39	136.4900	41,083.49	0.72	878.92	2.14
BRINKER INTL INC Ticker: EAT, CUSIP: 109641100	1,034.00	19,435.80	46.3400	47,915.56	0.83	992.64	2.07
BRISTOL MYERS SQUIBB CO Ticker: BMY, CUSIP: 110122108	496.00	15,465.57	53.1500	26,362.40	0.46	714.24	2.71
CAPITAL ONE FINANCIAL CORP Ticker: COF, CUSIP: 14040H105	645.00	31,607.58	76.6100	49,413.45	0.86	774.00	1.57
CHEVRON CORPORATION Ticker: CVX, CUSIP: 166764100	478.00	35,630.39	124.9100	59,706.98	1.04	1,912.00	3.20
CHUBB CORP Ticker: CB, CUSIP: 171232101	623.00	36,333.36	96.6300	60,200.49	1.05	1,096.48	1.82



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Equities (continued)							
CISCO SYSTEMS INC Ticker: CSCD, CUSIP: 17275R102	2,060.00	39,507.57	22.4300	46,205.80	0.80	1,400.80	3.03
CITIGROUP INC Ticker: C, CUSIP: 172967424	843.00	40,344.64	52.1100	43,928.73	0.76	33.72	0.08
CITRIX SYS INC Ticker: CTXS, CUSIP: 177376100	653.00	33,253.61	63.2500	41,302.25	0.72	0.00	0.00
COACH INC Ticker: COH, CUSIP: 189754104	557.00	32,568.18	56.1300	31,264.41	0.54	751.95	2.41
COLGATE PALMOLIVE CO Ticker: CL, CUSIP: 194162103	521.00	11,946.53	65.2100	33,974.41	0.59	708.56	2.09
CONAGRA FOODS INC Ticker: CAG, CUSIP: 205887102	1,492.00	37,272.24	33.7000	50,280.40	0.88	1,492.00	2.97
COSTCO WHOLESALE CORP NEW Ticker: COST, CUSIP: 22160K105	322.00	34,993.35	119.0200	38,324.44	0.67	399.28	1.04
DANAHER CORP Ticker: DHR, CUSIP: 235851102	874.00	32,001.75	77.2000	67,472.80	1.17	87.40	0.13
DEVON ENERGY CORPORATION NEW Ticker: DVN, CUSIP: 25179M103	416.00	30,184.96	61.8700	25,737.92	0.45	366.08	1.42
DISNEY WALT CO NEW Ticker: DIS, CUSIP: 254687106	606.00	17,100.21	76.4000	46,298.40	0.81	521.16	1.13
DU POINT E I DE NEMOURS & CO Ticker: DD, CUSIP: 263534109	712.00	27,016.01	64.9700	46,258.64	0.81	1,281.60	2.77

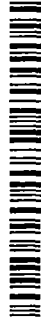


Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION
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Equities (continued)							
EBAY INC Ticker: EBAY, CUSIP: 278642103	616.00	32,350.47	54,865.00	33,796.84	0.59	0.00	0.00
EXXON MOBIL CORPORATION Ticker: XOM, CUSIP: 30231G102	543.00	19,432.52	101,200.00	54,951.60	0.96	1,368.36	2.49
FREPORTMCMORAN COPPERAND GOLD INC Ticker: FCX, CUSIP 35671D857	987.00	39,664.28	37,740.00	37,249.38	0.65	1,233.75	3.31
GENERAL ELECTRIC CORP Ticker: GE, CUSIP 369604103	3,081.00	18,014.51	28,030.00	86,360.43	1.50	2,711.28	3.14
GILEAD SCIENCES INC Ticker: GILD, CUSIP 375558103	1,054.00	21,442.29	75,100.00	79,155.40	1.38	0.00	0.00
GOOGLE INC-CL A Ticker: GOOG, CUSIP: 38259P508	70.00	40,742.45	1,120,710.00	78,449.70	1.37	0.00	0.00
HEWLETT PACKARD CO Ticker: HPQ, CUSIP 428236103	933.00	24,621.87	27,980.00	26,105.34	0.45	542.07	2.08
ILLINOIS TOOL WKS INC Ticker: ITW, CUSIP: 452308109	609.00	31,177.18	84,080.00	51,204.72	0.89	1,023.12	2.00
INTEL CORP Ticker: INTC, CUSIP 458140100	1,068.00	24,873.72	25,955.00	27,719.94	0.48	961.20	3.47
JOHNSON & JOHNSON Ticker: JNJ, CUSIP: 478160104	364.00	17,388.83	91,590.00	33,338.76	0.58	960.96	2.88
JP MORGAN CHASE & CO Ticker: JPM, CUSIP: 46625H100	892.00	35,686.92	58,480.00	52,164.16	0.91	1,355.84	2.60





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Equities (continued)							
LEXINGTON REALTY TRUST Ticker LXP, CUSIP 529043101	4,947.00	32,971.64	10.2100	50,508.87	0.88	3,265.02	6.46
LOWES COS INC Ticker: LOW, CUSIP 548661107	1,355.00	36,927.37	49.5500	67,140.25	1.17	975.60	1.45
MARATHON OIL CORP Ticker: MRO, CUSIP 565849106	1,119.00	24,685.84	35.3000	39,500.70	0.69	850.44	2.15
MCDONALDS CORP Ticker: MCD, CUSIP: 580135101	343.00	32,049.41	97.0300	33,281.29	0.58	1,111.32	3.34
MERCK & CO INC Ticker: MRK, CUSIP: 58933Y105	1,050.00	39,721.55	50.0500	52,552.50	0.92	1,848.00	3.52
METLIFE INC Ticker: MET, CUSIP: 59156R108	774.00	23,371.33	53.9200	41,734.08	0.73	851.40	2.04
MONDELEZ INTERNATIONAL INC A Ticker: MDLZ, CUSIP 609207105	1,340.00	38,177.27	35.3000	47,302.00	0.82	750.40	1.59
MONSANTO CO NEW Ticker: MON, CUSIP 61166W101	271.00	15,502.72	116.5500	31,585.05	0.55	466.12	1.48
NUCOR CORP Ticker: NUE, CUSIP 670346105	514.00	22,998.68	53.3800	27,437.32	0.48	760.72	2.77
OCCIDENTAL PETE CORP Ticker: OXY, CUSIP 674599105	423.00	34,870.59	95.1000	40,227.30	0.70	1,082.88	2.69
PEPSICO INC Ticker: PEP, CUSIP: 713448108	628.00	38,120.08	82.9400	52,086.32	0.91	1,425.56	2.74

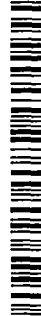


Detailed Holdings

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Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
PUBLIC SVC ENTERPRISE GROUP INC Ticker PEG, CUSIP 744573106	1,398.00	44,662.04	32.0400	44,791.92	0.78	2,013.12	4.49
QUALCOMM INC Ticker QCOM, CUSIP 747525103	705.00	38,849.91	74.2500	52,346.25	0.91	987.00	1.89
RAYTHEON COMPANY Ticker RTN, CUSIP 755111507	804.00	29,170.02	90.7000	72,922.80	1.27	1,768.80	2.43
ROPER INDS INC NEW Ticker ROP, CUSIP 776696106	289.00	38,041.10	138.6800	40,078.52	0.70	231.20	0.58
SALESFORCE.COM Ticker CRM, CUSIP 79466L302	867.00	34,387.39	55.1900	47,849.73	0.83	0.00	0.00
SANDISK CORP Ticker SNDK, CUSIP 80004C101	405.00	24,280.80	70.5400	28,568.70	0.50	364.50	1.28
SCHLUMBERGER LTD Ticker SLB, CUSIP 806857108	656.00	45,210.16	90.1100	59,112.16	1.03	820.00	1.39
STARBUCKS CORP Ticker SBUX, CUSIP 855244109	586.00	31,562.95	78.3900	45,936.54	0.80	609.44	1.33
T ROWE PRICE GROUP INC Ticker TROW, CUSIP 74144T108	342.00	12,454.43	83.7700	28,649.34	0.50	519.84	1.81
THE MOSAIC COMPANY Ticker MOS, CUSIP 61945C103	1,117.00	52,579.85	47.2700	52,800.59	0.92	1,117.00	2.12
THERMO FISHER SCIENTIFIC INC Ticker TMO, CUSIP 883556102	507.00	35,761.66	111.3500	56,454.45	0.98	304.20	0.54





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Equities (continued)							
UNDER ARMOUR-A Ticker: UA, CUSIP: 904311107	509.00	18,626.22	87.3000	44,435.70	0.77	0.00	0.00
UNITED TECHNOLOGIES CORP Ticker: UTX, CUSIP: 913017109	388.00	21,504.79	113.8000	44,154.40	0.77	915.68	2.07
UNITEDHEALTH GROUP INC Ticker: UNH, CUSIP: 91324P102	888.00	29,828.18	75.3000	66,866.40	1.16	994.56	1.49
WELLS FARGO & CO Ticker: WFC, CUSIP: 949746101	1,163.00	37,345.67	45.4000	52,800.20	0.92	1,395.60	2.64
ZIMMER HLDGS INC Ticker: ZMH, CUSIP: 98956P102	439.00	33,531.78	93.1900	40,910.41	0.71	351.20	0.86
Total US Common Stocks		\$1,830,009.37		\$2,828,728.92	49.25	\$53,510.19	
Closed End Equities Mutual Funds							
ISHARES CORE S&P MIDCAP ETF Ticker: IJH, CUSIP: 464287507	825.00	64,060.72	133.8100	110,393.25	1.92	1,425.60	1.29
ISHARES MSCI EAFE ETF Ticker: EFA, CUSIP: 464287465	1,522.00	82,781.58	67.0950	102,118.99	1.78	2,591.97	2.54
ISHARES RUSSELL 2000 ETF Ticker: IWM, CUSIP: 464287655	1,316.00	98,317.19	115.3600	151,813.76	2.64	1,860.82	1.23
ISHARES RUSSELL 2000 GROWTH ETF Ticker: IWG, CUSIP: 464287648	335.00	37,549.75	135.5100	45,395.85	0.79	324.62	0.72
ISHARES RUSSELL 2000 VALUE ETF Ticker: IWN, CUSIP: 464287630	1,374.00	86,190.60	99.5000	136,713.00	2.38	2,420.99	1.77



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Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
ISHARES S&P MIDCAP 400 VALUE ETF Ticker: IJJ, CUSIP: 464287705	723.00	38,675.19	116.2300	84,034.29	1.46	1,240.67	1.48
POWERSHARES DB AGRICULTURE FUND Ticker: DBA, CUSIP: 73936B408	1,408.00	46,675.75	24.2500	34,144.00	0.59	0.00	0.00
SPDR GOLD TRUST Ticker: GLD, CUSIP: 78463V107	309.00	47,823.43	116.1200	35,881.08	0.62	0.00	0.00
Total Closed End Equities Mutual Funds		\$502,074.21		\$700,493.82	12.20	\$9,864.67	
US Equity Mutual Funds							
HARDING LOEVNER INTL EQUITY PORT Ticker: HLMIX, CUSIP: 412295107	4,398.79	67,637.10	18.0300	79,310.17	1.38	0.00	0.00
IVY MID CAP GROWTH FUND CLASS I Ticker: YMIX, CUSIP: 466001609	4,602.82	80,787.73	24.2900	111,802.38	1.95	0.00	0.00
JOHN HANCOCK III DISCIP VAL M/C FD CL IS Ticker: JVMIX, CUSIP: 47803W406	1,570.54	18,742.98	18.1400	28,489.58	0.50	0.00	0.00
LORD ABBETT DEVELOPING GROWTH FD CL I Ticker: LADYX, CUSIP: 544006505	3,135.65	51,087.88	28.3300	88,832.96	1.55	0.00	0.00





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Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
MFS INTERNATIONAL GROWTH FUND CL I Ticker: MGGIX, CUSIP 55273E848	2,572.90	51,051.77	31.0300	79,837.21	1.39	427.10	0.53
MFS INTERNATIONAL VALUE FUND CL I Ticker: MINIX, CUSIP 55273E82Z	4,704.90	127,430.75	35.1800	165,518.21	2.88	3,109.94	1.88
Total US Equity Mutual Funds		\$396,738.21		\$553,790.51	9.64	\$3,537.04	
TOTAL EQUITIES		\$2,728,821.79		\$4,083,013.25	71.09	\$66,911.90	
TOTAL MARKET VALUE		\$4,452,471.88		\$5,743,159.66	100.00	\$116,892.31	