Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUN 1, 2013 , and ending MAY 31, 2014

Name of foundation
JAMES H. CUMMINGS FOUNDATION, INC.

A Employer identification number
16-0864200

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
120 WEST TUPPER STREET

B Telephone number
(716) 874-0040

City or town, state or province, country, and ZIP or foreign postal code
BUFFALO, NY 14201-2170

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 36,514,955.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38.	38.		STATEMENT 1
	4 Dividends and interest from securities	538,289.	538,289.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,154,043.			
	b Gross sales price for all assets on line 6a 42,574,056.				
	7 Capital gain net income (from Part IV, line 2)		11,154,043.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	11,692,370.	11,692,370.		
Operating and Administrative Expenses	13 Compensation of officers, directors trustees, etc	149,000.	74,500.		74,500.
	14 Other employee salaries and wages	11,605.	5,803.		5,802.
	15 Pension plans, employee benefits	3,298.	1,649.		1,649.
	16a Legal fees				
	b Accounting fees STMT 3	12,825.	6,413.		6,412.
	c Other professional fees STMT 4	233,763.	233,013.		750.
	17 Interest	927.	927.		0.
	18 Taxes STMT 5	118,898.	2,717.		2,718.
	19 Depreciation and depletion				
	20 Occupancy	10,527.	5,263.		5,264.
	21 Travel, conferences, and meetings	4,665.	2,333.		2,332.
	22 Printing and publications				
	23 Other expenses STMT 6	22,841.	13,427.		9,414.
	24 **Total operating and administrative expenses** Add lines 13 through 23	568,349.	346,045.		108,841.
	25 Contributions, gifts, grants paid	2,051,995.			2,051,995.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,620,344.	346,045.		2,160,836.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	9,072,026.			
	b **Net investment income** (if negative, enter -0-)		11,346,325.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

13020819 759025 03153 2013.04020 JAMES H. CUMMINGS FOUNDATIO 03153__1

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	3,654.	9,107.	9,107.
	2 Savings and temporary cash investments	2,245,340.	57,757.	57,757.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	15,527.	39,064.	39,064.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	22,372,335.	36,409,027.	36,409,027.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	611,235.		
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,248,091.	36,514,955.	36,514,955.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	25,248,091.	36,514,955.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	25,248,091.	36,514,955.	
	31 **Total liabilities and net assets/fund balances**	25,248,091.	36,514,955.	

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	25,248,091.
2	Enter amount from Part I, line 27a	2	9,072,026.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,194,838.
4	Add lines 1, 2, and 3	4	36,514,955.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,514,955.

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 STATEMENTS			
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	42,574,056.		31,420,013.	11,154,043.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				11,154,043.

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	11,154,043.
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))
2012	1,909,748.	31,480,138.	.060665
2011	1,765,365.	30,754,425.	.057402
2010	1,777,630.	31,512,302.	.056411
2009	1,547,505.	28,982,397.	.053395
2008	1,470,206.	28,501,241.	.051584

2 **Total** of line 1, column (d)	2	.279457
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	.055891
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	35,236,784.
5 Multiply line 4 by line 3	5	1,969,419.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	113,463.
7 Add lines 5 and 6	7	2,082,882.
8 Enter qualifying distributions from Part XII, line 4	8	2,160,836.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	113,463.
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	113,463.
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	113,463.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	150,650.		
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	150,650.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	37,187.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 37,187. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JAMESHCUMMINGS.COM

14 The books are in care of ▶ BRIGID DOHERTY Telephone no. ▶ (716) 874-0040

Located at ▶ 120 WEST TUPPER STREET, BUFFALO, NY ZIP+4 ▶ 14201

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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 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.)* 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 2013?	4b		X

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

		Yes	No
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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
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? 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 9		149,000.	0.	1,615.

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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	33,912,579.
b	Average of monthly cash balances		1b	1,356,358.
c	Fair market value of all other assets		1c	504,448.
d	**Total** (add lines 1a, b, and c)		1d	35,773,385.
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	35,773,385.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	536,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	35,236,784.
6	**Minimum investment return** Enter 5% of line 5		6	1,761,839.

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	1,761,839.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 113,463.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	113,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,648,376.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,648,376.
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	1,648,376.

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	2,160,836.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,160,836.
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	113,463.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,047,373.

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				1,648,376.
2 Undistributed income if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 18,020.				
e From 2012 367,627.				
f **Total** of lines 3a through e	385,647.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,160,836.				
a Applied to 2012, but not more than line 2a			0.	
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 2013 distributable amount				1,648,376.
e Remaining amount distributed out of corpus	512,460.			
5 Excess distributions carryover applied to 2013 (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	898,107.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	898,107.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 18,020.				
d Excess from 2012 367,627.				
e Excess from 2013 512,460.				

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 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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 11

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BUFFALO HEARING & SPEECH CENTER 50 E. NORTH STREET BUFFALO, NY 14203		PUBLIC	SOUND BOOTH	37,000.
BUFFALO MUSEUM OF SCIENCE 1020 HUMBOLDT PARKWAY BUFFALO, NY 14211		PUBLIC	"SCIENCE OF FOOD" EXHIBIT	25,000.
BUFFALO OLMSTED PARK CONSERVANCY 84 PARKSIDE AVENUE BUFFALO, NY 14214		PUBLIC	ELEVATOR INSTALLATION	30,000.
CHILD AND FAMILY SERVICES 330 DELAWARE AVENUE BUFFALO, NY 14202		PUBLIC	STORM WINDOWS	10,000.
CHILDREN'S HOSPITAL 219 BRYANT STREET BUFFALO, NY 14222		PUBLIC	RENOVATION OF THE HOSPITAL'S LONG TERM MONITORING UNIT	500,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,051,995.
b Approved for future payment				
ASPIRE OF WNY 2356 NORTH FOREST ROAD GETZVILLE, NY 14068		PUBLIC	CAPITAL PROJECT PLAN	40,000.
BOYS & GIRLS CLUB OF HENDERSONVILLE COUNTY 1304 ASHE STREET, P.O. BOX 1460 HENDERSON, NC 28793		PUBLIC	SUPPORT ENTERPRISE CLUB PROGRAM	50,000.
BOYS & GIRLS CLUBS OF BUFFALO 282 BABCOCK STREET BUFFALO, NY 14210		PUBLIC	BATHROOM AND PLUMBING IMPROVEMENTS	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	808,105.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38.	
4 Dividends and interest from securities			14	538,289.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,154,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		11,692,370.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 11,692,370.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 9/25/14 — Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANIEL C. MARTIN		7/9/14		P01213262
Firm's name ▶ HADLEY & ASSOCIATES			Firm's EIN ▶ 27-1520087	
Firm's address ▶ 241 MAIN STREET, SUITE 100 BUFFALO, NY 14203			Phone no. 716-852-2200	

Form **990-PF** (2013)

323622
10-10-13

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	2,730 SHS. ABBOTT LABORATORIES	P	VARIOUS	VARIOUS
b	730 SHS. ABBVIE INC.	P	VARIOUS	VARIOUS
c	1,260 SHS. ACCENTURE PLC	P	VARIOUS	VARIOUS
d	1,381 SHS. ADT CORP.	P	VARIOUS	VARIOUS
e	1,960 SHS. AECOM TECHNOLOGY CORP.	P	07/18/13	VARIOUS
f	280 SHS. AGCO CORP.	P	08/30/13	VARIOUS
g	870 SHS. ALLERGAN, INC.	P	07/18/13	VARIOUS
h	641 SHS. ALLIANCE DATA SYSTEMS CORP.	P	VARIOUS	VARIOUS
i	2,870 SHS. ALTRIA GROUP INC.	P	07/18/13	VARIOUS
j	220 SHS. AMAZON.COM INC.	P	05/05/11	VARIOUS
k	1,060 SHS. AMEREN CORP.	P	07/18/13	VARIOUS
l	2,060 SHS. AMERICAN EXPRESS CO.	P	VARIOUS	VARIOUS
m	2,440 SHS. AMERICAN INTERNATIONAL GROUP INC.	P	09/17/12	VARIOUS
n	500 SHS. AMERICAN TOWER CORP	P	VARIOUS	VARIOUS
o	1,220 SHS. AMERIPRISE FINANCIAL INC.	P	VARIOUS	VARIOUS

	(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	101,230.		96,069.	5,161.
b	35,325.		32,518.	2,807.
c	91,537.		96,429.	-4,892.
d	59,897.		44,811.	15,086.
e	63,565.		64,343.	-778.
f	17,867.		16,156.	1,711.
g	78,751.		79,438.	-687.
h	122,210.		33,808.	88,402.
i	102,997.		105,897.	-2,900.
j	66,973.		44,225.	22,748.
k	37,111.		37,967.	-856.
l	159,611.		86,563.	73,048.
m	114,152.		82,475.	31,677.
n	38,071.		35,576.	2,495.
o	105,431.		34,162.	71,269.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				5,161.
b				2,807.
c				-4,892.
d				15,086.
e				-778.
f				1,711.
g				-687.
h				88,402.
i				-2,900.
j				22,748.
k				-856.
l				73,048.
m				31,677.
n				2,495.
o				71,269.

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	
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	

323591
05-01-13

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	290 SHS. AMERISOURCEBERGEN CORP.	P	08/30/13	VARIOUS
b	1,031 SHS. AMGEN INC.	P	07/18/13	VARIOUS
c	650 SHS. AMPHENOL CORP.	P	VARIOUS	VARIOUS
d	1,170 SHS. ANADARKO PETROLEUM CORP.	P	06/23/10	VARIOUS
e	441 SHS. APPLE INC.	P	VARIOUS	VARIOUS
f	4,900 SHS. AT&T, INC.	P	VARIOUS	VARIOUS
g	11,180 SHS. BANK OF AMERICA CORP	P	VARIOUS	VARIOUS
h	2,040 SHS. BEAM INC.	P	VARIOUS	VARIOUS
i	1,570 SHS. BERKSHIRE HATHAWAY INC.	P	07/18/13	VARIOUS
j	3,160 SHS. BEST BUY INC.	P	VARIOUS	VARIOUS
k	19,961.759 SHS. BNY MELLON BOND FUND	P	VARIOUS	11/13/13
l	77,375.117 SHS. BNY MELLON EMERGING MARKETS FUND	P	VARIOUS	VARIOUS
m	18,035.505 SHS. BNY MELLON FOCUSED EQUITY OPPORTU	P	02/08/13	11/13/13
n	65,248.099 SHS. BNY MELLON INCOME STOCK FUND	P	VARIOUS	11/13/13
o	69,891.628 SHS. BNY MELLON INTERMEDIATE BOND FUND	P	VARIOUS	11/13/13

	(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	18,684.		16,444.	2,240.
b	118,272.		107,418.	10,854.
c	55,493.		47,211.	8,282.
d	112,093.		62,302.	49,791.
e	218,596.		57,246.	161,350.
f	169,973.		147,388.	22,585.
g	162,724.		125,376.	37,348.
h	132,732.		122,551.	10,181.
i	183,672.		183,592.	80.
j	93,286.		69,871.	23,415.
k	258,904.		257,665.	1,239.
l	778,117.		625,929.	152,188.
m	303,538.		250,000.	53,538.
n	604,850.		450,837.	154,013.
o	896,010.		898,617.	-2,607.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2,240.
b				10,854.
c				8,282.
d				49,791.
e				161,350.
f				22,585.
g				37,348.
h				10,181.
i				80.
j				23,415.
k				1,239.
l				152,188.
m				53,538.
n				154,013.
o				-2,607.

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	
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	

323591
05-01-13

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	41,512.384 SHS. BNY MELLON INTERNATIONAL FUND	P	VARIOUS	11/13/13
b	120,512.641 SHS. BNY MELLON MID CAP MULTI-STRATEG	P	VARIOUS	11/13/13
c	2.148 SHS. BNY MELLON SHORT-TERM U S GOVERNMENT S	P	VARIOUS	11/13/13
d	34,067.968 SHS. BNY MELLON SMALL CAP MULTI-STRATE	P	VARIOUS	11/13/13
e	250 SHS. CAMERON INTERNATIONAL CORP.	P	07/18/13	08/30/13
f	1,270 SHS. CAPITAL ONE FINANCIAL CORP.	P	VARIOUS	VARIOUS
g	1,840 SHS. CBRE GROUP INC.	P	VARIOUS	VARIOUS
h	3,080 SHS. CBS CORP.	P	VARIOUS	VARIOUS
i	686 SHS. CELGENE CORP.	P	07/18/13	VARIOUS
j	890 SHS. CENTURYLINK INC.	P	10/02/13	10/18/13
k	379 SHS. CF INDUSTRIES HOLDINGS INC.	P	07/18/13	08/30/13
l	2,650 SHS. CHESAPEAKE ENERGY CORP.	P	07/18/13	VARIOUS
m	413 SHS. CHEVRON CORPORATION	P	07/18/13	VARIOUS
n	1,360 SHS. CHUBB CORP.	P	VARIOUS	VARIOUS
o	1,240 SHS. CIGNA CORP.	P	VARIOUS	VARIOUS

	(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	510,330.		371,714.	138,616.
b	1,742,613.		1,018,061.	724,552.
c	26.		26.	0.
d	542,021.		314,163.	227,858.
e	14,039.		15,879.	-1,840.
f	84,085.		54,536.	29,549.
g	44,000.		32,881.	11,119.
h	172,714.		83,741.	88,973.
i	109,528.		92,664.	16,864.
j	29,424.		28,390.	1,034.
k	74,002.		69,792.	4,210.
l	74,863.		56,519.	18,344.
m	49,528.		51,504.	-1,976.
n	118,099.		78,971.	39,128.
o	94,027.		29,940.	64,087.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				138,616.
b				724,552.
c				0.
d				227,858.
e				-1,840.
f				29,549.
g				11,119.
h				88,973.
i				16,864.
j				1,034.
k				4,210.
l				18,344.
m				-1,976.
n				39,128.
o				64,087.

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

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

323591
05-01-13

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	6,510 SHS. CISCO SYSTEMS, INC.	P	VARIOUS	VARIOUS
b	450 SHS. CITIGROUP INC.	P	VARIOUS	VARIOUS
c	410 SHS. COCA-COLA CO.	P	07/18/13	VARIOUS
d	1,840 SHS. COCA-COLA ENTERPRISES INC.	P	07/18/13	VARIOUS
e	1,680 SHS. COGNIZANT TECHNOLOGY SOLUTIONS CORP.	P	VARIOUS	VARIOUS
f	2,880 SHS. COMCAST CORP.	P	07/18/13	VARIOUS
g	2,010 SHS. CONAGRA FOODS, INC.	P	VARIOUS	VARIOUS
h	1,630 SHS. CONOCOPHILLIPS	P	07/18/13	VARIOUS
i	1,890 SHS. CORRECTIONS CORPORATION OF AMERICA	P	07/18/13	VARIOUS
j	720 SHS. C S X CORP.	P	07/18/13	VARIOUS
k	2,020 SHS. CVS CAREMARK CORPORATION	P	VARIOUS	VARIOUS
l	1,180 SHS. DANAHER CORP.	P	VARIOUS	VARIOUS
m	41,508.702 SHS. DFA EMERGING MARKETS CORE EQUITY	P	VARIOUS	VARIOUS
n	780 SHS. DILLARD'S INC.	P	07/18/13	VARIOUS
o	2,780 SHS. DISNEY (WALT) CO. (THE)	P	VARIOUS	VARIOUS

	(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	166,005.		136,112.	29,893.
b	23,020.		22,786.	234.
c	15,853.		16,842.	-989.
d	77,298.		68,223.	9,075.
e	119,050.		122,107.	-3,057.
f	135,407.		128,413.	6,994.
g	73,686.		59,602.	14,084.
h	119,561.		105,898.	13,663.
i	70,430.		63,217.	7,213.
j	18,532.		17,667.	865.
k	123,153.		115,458.	7,695.
l	80,406.		36,534.	43,872.
m	797,623.		820,380.	-22,757.
n	63,651.		65,538.	-1,887.
o	185,562.		127,615.	57,947.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				29,893.
b				234.
c				-989.
d				9,075.
e				-3,057.
f				6,994.
g				14,084.
h				13,663.
i				7,213.
j				865.
k				7,695.
l				43,872.
m				-22,757.
n				-1,887.
o				57,947.

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	
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	

323591
05-01-13

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	430 SHS. DOW CHEMICAL CO.	P	08/30/13	VARIOUS
b	8,945.658 SHS. DREYFUS EMERGING MARKETS DEBT LOCA	P	VARIOUS	11/13/13
c	37,537.488 SHS. DREYFUS GLOBAL REAL ESTATE SECURI	P	VARIOUS	11/13/13
d	21,345.154 SHS. DREYFUS/NEWTON INTERNATIONAL EQUI	P	VARIOUS	11/13/13
e	41,494.435 SHS. DREYFUS HIGH YIELD FUND	P	VARIOUS	11/13/13
f	4,812.155 SHS. DREYFUS SELECT MANAGERS SMALL CAP	P	02/03/12	11/13/13
g	4,858.537 SHS. DREYFUS SELECT MANAGERS SMALL CAP	P	02/03/12	11/13/13
h	23,420.925 SHS. DREYFUS/STANDISH GLOBAL FIXED INC	P	VARIOUS	11/13/13
i	19,823.862 SHS. DREYFUS/THE BOSTON COMPANY SMALL	P	VARIOUS	11/13/13
j	1,250 SHS. DTE ENERGY CO.	P	VARIOUS	VARIOUS
k	1,149 SHS. EATON CORP.	P	11/30/12	VARIOUS
l	1,460 SHS. EDISON INTERNATIONAL	P	07/18/13	VARIOUS
m	250 SHS. EDWARDS LIFESCIENCES CORP.	P	07/18/13	08/30/13
n	5,840 SHS. EMC CORP.	P	VARIOUS	VARIOUS
o	1,410 SHS. EMERSON ELECTRIC CO.	P	07/13/13	VARIOUS

	(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	17,779.		16,385.	1,394.
b	124,881.		138,305.	-13,424.
c	315,690.		291,556.	24,134.
d	433,093.		372,513.	60,580.
e	278,013.		254,487.	23,526.
f	128,918.		87,244.	41,674.
g	125,253.		92,458.	32,795.
h	499,334.		465,543.	33,791.
i	682,139.		296,284.	385,855.
j	86,352.		88,842.	-2,490.
k	78,276.		59,352.	18,924.
l	70,512.		72,097.	-1,585.
m	17,933.		16,667.	1,266.
n	147,155.		102,270.	44,885.
o	91,826.		81,098.	10,728.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,394.
b				-13,424.
c				24,134.
d				60,580.
e				23,526.
f				41,674.
g				32,795.
h				33,791.
i				385,855.
j				-2,490.
k				18,924.
l				-1,585.
m				1,266.
n				44,885.
o				10,728.

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	
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	

323591
05-01-13

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	250 SHS. ENERGIZER HOLDINGS INC.	P	10/02/13	10/18/13
b	290 SHS. ENSCO PLC	P	08/30/13	VARIOUS
c	483 SHS. EOG RESOURCES, INC.	P	VARIOUS	VARIOUS
d	1,500 SHS. EXPRESS SCRIPTS HOLDING CO.	P	VARIOUS	VARIOUS
e	3,280 SHS. EXXON MOBIL CORP.	P	VARIOUS	VARIOUS
f	1,750 SHS. FACEBOOK INC.	P	02/05/13	VARIOUS
g	1,377 SHS. FEDEX CORP.	P	VARIOUS	VARIOUS
h	320 SHS. FIRST SOLAR INC.	P	07/18/13	08/30/13
i	1,180 SHS. FLOUR CORP.	P	VARIOUS	VARIOUS
j	1,545 SHS. FRANKLIN RESOURCES, INC.	P	07/18/13	VARIOUS
k	8,580 SHS. GENERAL ELECTRIC CO.	P	VARIOUS	VARIOUS
l	229 SHS. GOOGLE INC.	P	VARIOUS	VARIOUS
m	900 SHS. GREEN MOUNTAIN COFFEE ROASTERS, INC.	P	07/18/13	VARIOUS
n	1,160 SHS. HANESBRANDS INC.	P	07/18/13	VARIOUS
o	1,650 SHS. HCA HOLDINGS INC.	P	VARIOUS	VARIOUS

	(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	23,337.		23,226.	111.
b	16,005.		16,541.	-536.
c	69,221.		49,806.	19,415.
d	97,444.		89,323.	8,121.
e	287,309.		257,254.	30,055.
f	45,091.		54,892.	-9,801.
g	142,117.		126,850.	15,267.
h	11,921.		16,127.	-4,206.
i	83,249.		67,350.	15,899.
j	83,136.		74,169.	8,967.
k	219,040.		144,894.	74,146.
l	230,896.		210,115.	20,781.
m	58,525.		63,376.	-4,851.
n	74,306.		62,060.	12,246.
o	61,808.		66,879.	-5,071.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				111.
b				-536.
c				19,415.
d				8,121.
e				30,055.
f				-9,801.
g				15,267.
h				-4,206.
i				15,899.
j				8,967.
k				74,146.
l				20,781.
m				-4,851.
n				12,246.
o				-5,071.

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	
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	

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	660 SHS. HERSHEY COMPANY	P	07/18/13	VARIOUS
b	3,770 SHS. HEWLETT-PACKARD CO.	P	VARIOUS	VARIOUS
c	1,860 SHS. HILLSHIRE BRANDS CO.	P	07/18/13	VARIOUS
d	1,630 SHS. HOME DEPOT INC.	P	VARIOUS	VARIOUS
e	310 SHS. HONEYWELL INTERNATIONAL INC.	P	VARIOUS	VARIOUS
f	1,730 SHS. INFORMATICA CORP.	P	VARIOUS	VARIOUS
g	240 SHS. INGREDION INC.	P	07/18/13	08/30/13
h	740 SHS. INTEL CORP.	P	07/18/13	VARIOUS
i	429 SHS. INTERCONTINENTAL EXCHANGE INC.	P	VARIOUS	VARIOUS
j	936 SHS. INTERNATIONAL BUSINESS MACHINES CORP.	P	07/18/13	VARIOUS
k	1,120 SHS. INTUIT INC.	P	VARIOUS	VARIOUS
l	3,620 SHS. JP MORGAN CHASE & CO.	P	VARIOUS	VARIOUS
m	2,900 SHS. JOHNSON & JOHNSON	P	VARIOUS	VARIOUS
n	2,520 SHS. JUNIPER NETWORKS INC.	P	VARIOUS	VARIOUS
o	170 SHS. KIMBERLY-CLARK CORP.	P	07/18/13	VARIOUS

	(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	63,141.		60,765.	2,376.
b	88,064.		88,952.	-888.
c	59,104.		64,017.	-4,913.
d	122,333.		130,982.	-8,649.
e	26,217.		25,654.	563.
f	66,173.		55,430.	10,743.
g	14,806.		15,064.	-258.
h	17,708.		17,625.	83.
i	77,207.		53,154.	24,053.
j	163,038.		181,006.	-17,968.
k	76,451.		57,960.	18,491.
l	195,373.		106,179.	89,194.
m	263,655.		205,910.	57,745.
n	51,689.		56,397.	-4,708.
o	16,824.		16,872.	-48.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2,376.
b				-888.
c				-4,913.
d				-8,649.
e				563.
f				10,743.
g				-258.
h				83.
i				24,053.
j				-17,968.
k				18,491.
l				89,194.
m				57,745.
n				-4,708.
o				-48.

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	
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	

323591
05-01-13

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	490 SHS. KROGER CO.	P	07/18/13	VARIOUS
b	350 SHS. LAM RESEARCH CORPORATION	P	08/30/13	VARIOUS
c	330 SHS. LAS VEGAS SANDS CORP.	P	07/18/13	VARIOUS
d	3,020 SHS. LILLY (ELI) & CO.	P	VARIOUS	VARIOUS
e	1,910 SHS. LOWE'S COMPANIES INC.	P	VARIOUS	VARIOUS
f	2,110 SHS. LSI CORPORATION	P	07/18/13	VARIOUS
g	1,110 SHS. LYONDELLBASELL INDUSTRIES NV	P	VARIOUS	VARIOUS
h	390 SHS. MACY'S INC.	P	VARIOUS	VARIOUS
i	1,160 SHS. MARATHON PETROLEUM CORP.	P	VARIOUS	VARIOUS
j	50 SHS. MARTIN MARIETTA MATERIALS, INC.	P	07/17/13	07/18/13
k	165 SHS. MASTERCARD INC.	P	07/18/13	VARIOUS
l	947 SHS. MCKESSON CORP.	P	VARIOUS	VARIOUS
m	1,740 SHS. MEDTRONIC, INC.	P	07/18/13	VARIOUS
n	2,166 SHS. MERCK & CO., INC.	P	VARIOUS	VARIOUS
o	292 SHS. METTLER-TOLEDO INTERNATIONAL INC.	P	07/18/13	VARIOUS

	(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	20,738.		18,573.	2,165.
b	18,810.		16,482.	2,328.
c	23,887.		18,169.	5,718.
d	152,412.		152,159.	253.
e	91,222.		88,892.	2,330.
f	16,776.		15,966.	810.
g	80,429.		51,395.	29,034.
h	17,373.		19,227.	-1,854.
i	81,569.		83,798.	-2,229.
j	5,266.		5,271.	-5.
k	116,084.		98,376.	17,708.
l	115,399.		59,721.	55,678.
m	98,119.		93,487.	4,632.
n	105,503.		83,194.	22,309.
o	70,758.		63,337.	7,421.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				2,165.
b				2,328.
c				5,718.
d				253.
e				2,330.
f				810.
g				29,034.
h				-1,854.
i				-2,229.
j				-5.
k				17,708.
l				55,678.
m				4,632.
n				22,309.
o				7,421.

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	
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	

323591
05-01-13

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	2,420 SHS. MICROSOFT CORPORATION	P	07/18/13	VARIOUS
b	550 SHS. MONDELEZ INTERNATIONAL INC.	P	07/18/13	VARIOUS
c	303 SHS. MONSANTO CO.	P	VARIOUS	VARIOUS
d	2,590 SHS. MOODY'S CORP.	P	VARIOUS	VARIOUS
e	580 SHS. MYLAN INC.	P	07/18/13	VARIOUS
f	1,220 SHS. NATIONAL OILWELL VARGO INC.	P	VARIOUS	VARIOUS
g	1,370 SHS. NETAPP INC.	P	VARIOUS	VARIOUS
h	100 SHS. NEWS CORP.	P	VARIOUS	06/07/13
i	1,400 SHS. NEWS CORP. NEW	P	VARIOUS	07/18/13
j	2,440 SHS. NEXTERA ENERGY INC.	P	VARIOUS	VARIOUS
k	1,460 SHS. NIKE, INC.	P	VARIOUS	VARIOUS
l	810 SHS. NORTHROP GRUMMAN CORP.	P	07/18/13	VARIOUS
m	1,237 SHS. OCCIDENTAL PETROLEUM CORP.	P	VARIOUS	VARIOUS
n	4,240 SHS. ORACLE CORP.	P	VARIOUS	VARIOUS
o	1,200 SHS. OSHKOSH CORP.	P	VARIOUS	VARIOUS

	(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	84,248.		86,897.	-2,649.
b	17,547.		16,576.	971.
c	32,132.		30,559.	1,573.
d	168,959.		114,302.	54,657.
e	22,331.		18,465.	3,866.
f	89,216.		84,717.	4,499.
g	56,658.		58,292.	-1,634.
h	3,292.		1,222.	2,070.
i	20,518.		8,047.	12,471.
j	207,198.		134,667.	72,531.
k	92,620.		79,697.	12,923.
l	81,960.		71,554.	10,406.
m	112,322.		104,457.	7,865.
n	139,871.		103,790.	36,081.
o	63,025.		57,586.	5,439.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,649.
b				971.
c				1,573.
d				54,657.
e				3,866.
f				4,499.
g				-1,634.
h				2,070.
i				12,471.
j				72,531.
k				12,923.
l				10,406.
m				7,865.
n				36,081.
o				5,439.

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	
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	

323591
05-01-13

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	1,200 SHS. PACKAGING CORP. OF AMERICA	P	07/18/13	VARIOUS
b	3,810 SHS. PEPSICO INC.	P	VARIOUS	VARIOUS
c	11,060 SHS. PFIZER INC.	P	VARIOUS	VARIOUS
d	3,230 SHS. PHILIP MORRIS INTERNATIONAL INC.	P	VARIOUS	VARIOUS
e	1,420 SHS. PHILLIPS 66	P	07/13/13	VARIOUS
f	1,150 SHS. PINNACLE WEST CAPITAL CORP.	P	07/18/13	VARIOUS
g	106 SHS. PPG INDUSTRIES, INC.	P	07/18/13	VARIOUS
h	713 SHS. PRAXAIR, INC.	P	VARIOUS	VARIOUS
i	2,280 SHS. PROCTER & GAMBLE CO.	P	07/18/13	VARIOUS
j	3,280 SHS. PULTEGROUP, INC.	P	07/18/13	VARIOUS
k	475 SHS. PUBLIC STORAGE	P	07/18/13	VARIOUS
l	452 SHS. PVH CORP.	P	VARIOUS	VARIOUS
m	1,850 SHS. QUALCOMM, INC.	P	VARIOUS	VARIOUS
n	250 SHS. RELIANCE STEEL & ALUMINUM CO.	P	07/18/13	08/30/13
o	410 SHS. RESMED INC.	P	07/18/13	VARIOUS

	(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	72,822.		62,842.	9,980.
b	319,292.		239,992.	79,300.
c	327,483.		188,312.	139,171.
d	290,188.		225,352.	64,836.
e	89,678.		84,175.	5,503.
f	65,386.		67,287.	-1,901.
g	18,635.		16,665.	1,970.
h	83,344.		55,899.	27,445.
i	181,306.		184,721.	-3,415.
j	54,323.		65,068.	-10,745.
k	81,534.		75,892.	5,642.
l	59,074.		33,282.	25,792.
m	114,431.		72,266.	42,165.
n	17,141.		16,912.	229.
o	21,516.		18,400.	3,116.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				9,980.
b				79,300.
c				139,171.
d				64,836.
e				5,503.
f				-1,901.
g				1,970.
h				27,445.
i				-3,415.
j				-10,745.
k				5,642.
l				25,792.
m				42,165.
n				229.
o				3,116.

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	
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	

323591
05-01-13

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	1,160 SHS. ROBERT HALF INTERNATIONAL INC.	P	VARIOUS	VARIOUS
b	160 SHS. ROCKWELL AUTOMATION, INC.	P	07/18/13	VARIOUS
c	1,190 SHS. SANDISK CORP.	P	08/30/13	VARIOUS
d	1,510 SHS. SANOFI	P	VARIOUS	VARIOUS
e	1,800 SHS. SCHLUMBERGER LTD.	P	VARIOUS	VARIOUS
f	1,550 SHS. SEAGATE TECHNOLOGY	P	07/18/13	VARIOUS
g	556 SHS. SIMON PROPERTY GROUP, INC.	P	07/18/13	VARIOUS
h	250 SHS. SIRONA DENTAL SYSTEMS INC.	P	07/18/13	VARIOUS
i	2,980 SHS. SLM CORP.	P	07/18/13	VARIOUS
j	410 SHS. SMITH (A.O.) CORP.	P	07/18/13	VARIOUS
k	250 SHS. STARWOOD HOTELS & RESORTS WORLDWIDE INC.	P	07/18/13	VARIOUS
l	1,160 SHS. STATE STREET CORP.	P	07/18/13	VARIOUS
m	38,086.605 SHS. STRATEGIC INTERNATIONAL STOCK FUN	P	VARIOUS	VARIOUS
n	1,070 SHS. STRYKER CORP.	P	07/18/13	VARIOUS
o	2,200 SHS. SUNTRUST BANKS INC.	P	07/18/13	VARIOUS

	(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	40,173.		31,443.	8,730.
b	17,655.		14,568.	3,087.
c	81,176.		65,809.	15,367.
d	78,886.		55,836.	23,050.
e	141,716.		146,073.	-4,357.
f	76,133.		72,583.	3,550.
g	88,151.		90,796.	-2,645.
h	17,536.		16,797.	739.
i	76,733.		69,935.	6,798.
j	19,101.		15,872.	3,229.
k	17,665.		16,589.	1,076.
l	80,826.		80,425.	401.
m	586,227.		445,695.	140,532.
n	78,338.		72,544.	5,794.
o	75,894.		74,312.	1,582.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				8,730.
b				3,087.
c				15,367.
d				23,050.
e				-4,357.
f				3,550.
g				-2,645.
h				739.
i				6,798.
j				3,229.
k				1,076.
l				401.
m				140,532.
n				5,794.
o				1,582.

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	
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	

323591
05-01-13

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	1,000 SHS. T ROWE PRICE GROUP INC.	P	VARIOUS	VARIOUS
b	1,380 SHS. TARGET CORP.	P	VARIOUS	VARIOUS
c	15,092.429 SHS. TCW EMERGING MARKETS INCOME FUND	P	02/08/13	11/13/13
d	1,560 SHS. T E CONNECTIVITY LTD.	P	07/18/13	VARIOUS
e	1,000 SHS. TENET HEALTHCARE CORP.	P	07/18/13	VARIOUS
f	1,030 SHS. TERADATA CORPORATION	P	VARIOUS	VARIOUS
g	470 SHS. TESORO CORPORATION	P	07/18/13	VARIOUS
h	1,750 SHS. TEXAS INSTRUMENTS INC.	P	03/08/13	VARIOUS
i	1,550 SHS. THE GAP, INC.	P	07/18/13	VARIOUS
j	980 SHS. TRAVELERS COMPANIES INC.	P	07/18/13	VARIOUS
k	270 SHS. TIME WARNER INC.	P	08/30/13	VARIOUS
l	1,440 SHS. TRANSCANADA CORP.	P	VARIOUS	VARIOUS
m	5,600 SHS. TWENTY-FIRST CENTURY FOX	P	VARIOUS	07/18/13
n	2,182 SHS. TYCO INTERNATIONAL LTD.	P	VARIOUS	VARIOUS
o	1,550 SHS. UGI CORP.	P	07/18/13	VARIOUS

	(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	75,953.		63,813.	12,140.
b	89,434.		74,943.	14,491.
c	126,324.		140,475.	-14,151.
d	83,342.		74,206.	9,136.
e	43,140.		43,988.	-848.
f	58,248.		54,274.	3,974.
g	21,085.		25,393.	-4,308.
h	65,788.		61,164.	4,624.
i	57,932.		69,793.	-11,861.
j	84,917.		81,612.	3,305.
k	18,461.		16,652.	1,809.
l	65,618.		61,509.	4,109.
m	168,568.		60,386.	108,182.
n	77,354.		42,601.	34,753.
o	61,565.		63,768.	-2,203.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12,140.
b				14,491.
c				-14,151.
d				9,136.
e				-848.
f				3,974.
g				-4,308.
h				4,624.
i				-11,861.
j				3,305.
k				1,809.
l				4,109.
m				108,182.
n				34,753.
o				-2,203.

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

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

323591
05-01-13

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	1,670 SHS. UNILEVER PLC ADR	P	VARIOUS	VARIOUS
b	657 SHS. UNION PACIFIC CORP.	P	VARIOUS	VARIOUS
c	440 SHS. URBAN OUTFITTERS INC.	P	10/02/13	10/18/13
d	2,110 SHS. VALERO ENERGY CORP.	P	07/18/13	VARIOUS
e	417 SHS. VALMONT INDUSTRIES, INC.	P	VARIOUS	VARIOUS
f	1,480 SHS. VERISIGN INC.	P	07/18/13	VARIOUS
g	2,900 SHS. VERIZON COMMUNICATIONS INC.	P	07/18/13	VARIOUS
h	553 SHS. VISA INC.	P	VARIOUS	VARIOUS
i	2,340 SHS. WAL-MART STORES, INC.	P	VARIOUS	VARIOUS
j	4,990 SHS. WELLS FARGO & CO.	P	VARIOUS	VARIOUS
k	136 SHS. WHIRLPOOL CORP.	P	07/18/13	VARIOUS
l	1,150 SHS. WYNDHAM WORLDWIDE CORP.	P	07/18/13	VARIOUS
m	533 SHS. WYNN RESORTS LTD.	P	07/18/13	VARIOUS
n	270 SHS. XILINX	P	07/17/13	07/18/13
o	2,120 SHS. XL GROUP PLC	P	07/18/13	VARIOUS

	(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	70,958.		45,346.	25,612.
b	100,095.		105,561.	-5,466.
c	16,333.		16,300.	33.
d	81,626.		75,069.	6,557.
e	55,477.		59,240.	-3,763.
f	76,361.		68,158.	8,203.
g	143,827.		144,878.	-1,051.
h	105,055.		93,400.	11,655.
i	177,980.		171,121.	6,859.
j	214,828.		138,348.	76,480.
k	18,179.		16,824.	1,355.
l	73,752.		69,021.	4,731.
m	90,373.		70,550.	19,823.
n	11,659.		11,609.	50.
o	67,779.		68,323.	-544.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				25,612.
b				-5,466.
c				33.
d				6,557.
e				-3,763.
f				8,203.
g				-1,051.
h				11,655.
i				6,859.
j				76,480.
k				1,355.
l				4,731.
m				19,823.
n				50.
o				-544.

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	
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	

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	42,602.634 SHS. BUFFALO SCIENCE & TECHNOLOGY FUND	P	01/06/10	11/07/13
b	26,765.887 SHS. COLUMBIA ACORN USA FUND CL Z	P	VARIOUS	09/24/13
c	16,380.209 SHS. DODGE & COX INTERNATIONAL STOCK F	P	VARIOUS	11/07/13
d	6,854.938 SHS. DODGE & COX STOCK FUND	P	VARIOUS	11/07/13
e	40,553.666 SHS. HARRIS ASSOCIATES INVESTMENT TRUS	P	VARIOUS	11/07/13
f	3,257.910 SHS. MATTHEWS ASIA DIVIDEND FUND	P	VARIOUS	11/07/13
g	40,253.019 SHS. MATTHEWS ASIA GROWTH FUND	P	08/12/11	11/07/13
h	75,294.118 SHS. MATTHEWS ASIAN TECHNOLOGY FUND	P	12/07/11	11/07/13
i	11,622.501 SHS. ROYCE SPECIAL EQUITY FUND	P	02/29/12	11/07/13
j	86,950.291 SHS. SENTINEL SMALL COMPANY FUND CL I	P	10/16/08	11/07/13
k	28,339.304 SHS. T. ROWE PRICE GROWTH STOCK FUND,	P	VARIOUS	11/07/13
l	17,202.837 SHS. T. ROWE PRICE NEW ERA FUND, INC.	P	08/18/08	11/07/13
m	10,641.106 SHS. VANGUARD CAPITAL OPPORTUNITY FUND	P	VARIOUS	11/07/13
n	35,995.716 SHS. WILLIAM BLAIR INTERNATIONAL GROWT	P	VARIOUS	11/07/13
o	49,375.895 SHS. WILLIAM BLAIR INTERNATIONAL SMALL	P	VARIOUS	11/07/13

	(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	850,349.		550,000.	300,349.
b	978,561.		432,773.	545,788.
c	683,219.		266,031.	417,188.
d	1,082,326.		759,046.	323,280.
e	1,067,778.		544,032.	523,746.
f	51,996.		50,807.	1,189.
g	858,194.		700,000.	158,194.
h	867,388.		640,000.	227,388.
i	299,279.		250,000.	49,279.
j	739,947.		451,000.	288,947.
k	1,371,339.		708,933.	662,406.
l	805,093.		951,942.	-146,849.
m	1,101,142.		597,871.	503,271.
n	934,449.		594,952.	339,497.
o	823,590.		640,000.	183,590.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				300,349.
b				545,788.
c				417,188.
d				323,280.
e				523,746.
f				1,189.
g				158,194.
h				227,388.
i				49,279.
j				288,947.
k				662,406.
l				-146,849.
m				503,271.
n				339,497.
o				183,590.

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	
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	

323591
05-01-13

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	7,517.739 SHS. BRIDGEWAY FD IN ULTRA SMALL CO MKT	P	10/18/13	05/01/14
b	2,384.175 SHS. DFA EMERGING MKTS SMALL CAP PTE	P	10/18/13	05/01/14
c	2,492.277 SHS. DFA INTERNATIONAL SMALL PTFL	P	10/18/13	05/01/14
d	2,000 SHS. ISHARES MSCI EAFE ETF	P	10/18/13	05/01/14
e	1,000 SHS. ISHARES CORE S&P MID-CAP ETF	P	11/13/13	VARIOUS
f	400 SHS. ISHARES CORE S&P SMALL-CAP ETF	P	11/13/13	05/01/14
g	7,959.328 SHS. PIMCO FDS COMMODITIES PLUS STRAT I	P	10/18/13	05/01/14
h	8,342.729 SHS. SEQUOIA FD INC	P	VARIOUS	12/06/13
i	600 SHS. SPDR DJ WILSHIRE INTL REAL ESTATE	P	10/18/13	VARIOUS
j	1,750 SHS. SPDR DOW JONES REIT EFT	P	10/18/13	VARIOUS
k	5,953.43 SHS. VANGUARD INSTITUTIONAL INDEX FUND I	P	VARIOUS	VARIOUS
l	LFS PARTNERS, LP ID# 26-4319874	P		
m	INVESTMENT IN LFS PARTNERS, LP	P	03/31/09	10/21/13
n	LITIGATION SETTLEMENTS	P		
o	CAPITAL GAINS DIVIDENDS			

	(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	125,000.		132,688.	-7,688.
b	50,000.		50,544.	-544.
c	50,000.		48,400.	1,600.
d	136,989.		132,055.	4,934.
e	135,617.		129,351.	6,266.
f	42,803.		41,744.	1,059.
g	90,000.		86,678.	3,322.
h	1,784,740.		845,461.	939,279.
i	25,818.		26,327.	-509.
j	141,581.		134,639.	6,942.
k	1,025,000.		991,166.	33,834.
l	31,680.			31,680.
m	1,327,846.		648,044.	679,802.
n	2,984.			2,984.
o	276,182.			276,182.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-7,688.
b				-544.
c				1,600.
d				4,934.
e				6,266.
f				1,059.
g				3,322.
h				939,279.
i				-509.
j				6,942.
k				33,834.
l				31,680.
m				679,802.
n				2,984.
o				276,182.

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	11,154,043.
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

323591
05-01-13

Part XV . Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CMH COUNSELING 153 W UTICA BUFFALO, NY 14222		PUBLIC	BOILER REPLACEMENT	8,000.
COMMUNITY FOUNDATION OF GREATER BUFFALO 712 MAIN STREET BUFFALO, NY 14202		PUBLIC	EDUCATIONAL SCHOLARSHIPS	150,000.
COMMUNITY MISSIONS 1570 BUFFALO AVENUE NIAGARA FALLS, NY 14303		PUBLIC	WINDOW REPLACEMENT AND CEILING REPAIR	4,395.
CRADLE BEACH 8038 LAKE SHORE ROAD ANGOLA, NY 14006		PUBLIC	ROOF REPLACEMENT	15,000.
EVERGREEN ASSOCIATION/BENEDICT HOUSE 206 SOUTH ELMWOOD AVENUE BUFFALO, NY 14201		PUBLIC	FACILITY UPGRADES	35,000.
FOOD BANK OF WNY 91 HOLT STREET BUFFALO, NY 14206		PUBLIC	2 ELECTRIC PALLET JACKS	9,600.
GATEWAY-LONGVIEW, INC. 6350 MAIN STREET WILLIAMSVILLE, NY 14221		PUBLIC	REPAIRS TO THEIR COMMUNITY POOL	25,000.
GOODWILL INDUSTRIES OF WNY 1119 WILLIAM STREET BUFFALO, NY 14206		PUBLIC	NEW FURNACE AND AIR HANDLING SYSTEM	25,000.
HOMESPACE 1030 ELLICOTT STREET BUFFALO, NY 14209		PUBLIC	UPGRADING SECURITY SYSTEM	6,000.
PLANNED PARENTHOOD OF WNY 2697 MAIN STREET BUFFALO, NY 14214		PUBLIC	TWO NEW ULTRASOUND DEVICES	50,000.
Total from continuation sheets				1,449,995.

Part XV **. Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
TORONTO REHAB FOUNDATION 550 UNIVERSITY AVENUE, 3RD FLOOR TORONTO, ONTARIO, CANADA M5G 2A2		PUBLIC	EQUIPMENT - THERASTRIDE	50,000.
UNITED WAY OF BUFFALO AND ERIE COUNTY 742 DELAWARE AVENUE BUFFALO, NY 14209		PUBLIC	CAPITAL CAMPAIGN	45,000.
UNIVERSITY OF BUFFALO UB FOUNDATION, INC. FLINT AND SERVICE CENTER ROADS AMHERST, NY 14260		PUBLIC	CAPITAL	1,000,000.
VOCATIONAL SOLUTIONS OF HENDERSON COUNTY 2110 SPARTANBURG HWY EAST FLAT ROCK, NC 28726		PUBLIC	ROOF REPLACEMENT	25,000.
WESTERN NEW YORK GRANTMAKERS ASSOCIATION P. O. BOX 1333 BUFFALO, NY 14205		PUBLIC	ANNUAL FEE	2,000.
Total from continuation sheets				

323631
05-01-13

Part XV . Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
BRISTOL HOME 1500 MAIN STREET BUFFALO, NY 14209		PUBLIC	PRIVATE BATHROOM RENOVATION PROJECT	15,000.
CHILD AND FAMILY RESOURCE CENTER OF HENDERSON COUNTY, INC. 851 CASE STREET, P.O. BOX 1105 HENDERSONVILLE, NC 28793		PUBLIC	THE SPEAK OUT VIRTUAL CONFERENCE	5,000.
COMMUNITY MISSIONS 1570 BUFFALO AVENUE NIAGARA FALLS, NY 14303		PUBLIC	WINDOW REPLACEMENT AND CEILING REPAIR	2,105.
ELMWOOD FRANKLIN SCHOOL 104 NEW AMSTERDAM AVENUE BUFFALO, NY 14216		PUBLIC	CAMPAIGN	25,000.
HERITAGE CENTERS 101 OAK STREET BUFFALO, NY 14203		PUBLIC	RENOVATION OF CLASSROOMS	50,000.
JERICHO ROAD COMMUNITY HEALTH CENTER 184 BARTON STREET BUFFALO, NY 14213		PUBLIC	MEDICAL EQUIPMENT	35,000.
MEALS ON WHEELS FOR WESTERN NEW YORK 100 JAMES E. CASEY DRIVE BUFFALO, NY 14206		PUBLIC	UPGRADE TO SOFTWARE SYSTEM	25,000.
SALVATION ARMY 960 MAIN STREET BUFFALO, NY 14202		PUBLIC	FIRE ALARM UPGRADE AND BATHROOM	25,000.
SPCA 205 ENSMINGER ROAD TONAWANDA, NY 14150		PUBLIC	NEW CONSTRUCTION	100,000.
ST. MICHAELS HOSPITAL 30 BOND STREET TORONTO, ONTARIO, CANADA M5B 1W8		PUBLIC	3D PRINTER	50,000.
Total from continuation sheets				693,105.

323635
05-01-13

Part XV . Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
TEACH FOR AMERICA 90 ST. JAMES PLACE BUFFALO, NY 14222		PUBLIC	RECRUITMENT AND DEVELOPMENT OF TEACHING CORPS	150,000.
WEINBURG CAMPUS 2700 N FOREST ROAD GETZVILLE, NY 14068		PUBLIC	TOWN SQUARE PROJECT	100,000.
WEST PARK HEALTHCARE CENTRE 82 BUTTONWOOD AVENUE TORONTO, ONTARIO, CANADA M6M 2J5		PUBLIC	MVN BIOMECIS AMBULATORY 3D HUMAN KINEMATIC MEASUREMENT SYSTEMS	50,000.
YMCA OF WESTERN NEW YORK 301 CAYUGA ROAD, SUITE 100 BUFFALO, NY 14225		PUBLIC	TECHNOLOGY	5,000.
YORK UNIVERSITY 4700 KEELE STREET TORONTO, ONTARIO, CANADA M3J 1P3		PUBLIC	PT1 QUANTAMASTER 40 SPECTROFLUOROMETER	56,000.
Total from continuation sheets				

323635
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LSF PARTNERS, LP ID #26-4319874	2.	2.	
TD AMERITRADE	36.	36.	
TOTAL TO PART I, LINE 3	38.	38.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON, N.A.	194,395.	29,571.	164,824.	164,824.	
LSF PARTNERS, LP ID # 26-4319874	8,861.	0.	8,861.	8,861.	
TD AMERITRADE	611,215.	246,611.	364,604.	364,604.	
TO PART I, LINE 4	814,471.	276,182.	538,289.	538,289.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HADLEY & ASSOCIATES	12,825.	6,413.		6,412.
TO FORM 990-PF, PG 1, LN 16B	12,825.	6,413.		6,412.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIPPER ADVISORY SERVICES, INC.	20,999.	20,999.		0.
BNY MELLON WEALTH MANAGEMENT	63,173.	63,173.		0.
COURIER CAPITAL CORPORATION	15,850.	15,850.		0.
MARY JO HUNT	1,500.	750.		750.
ALESCO ADVISORS LLC	132,241.	132,241.		0.
TO FORM 990-PF, PG 1, LN 16C	233,763.	233,013.		750.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL	5,435.	2,717.		2,718.
2013 EXCISE TAX ON NET INVESTMENT INCOME	113,463.	0.		0.
TO FORM 990-PF, PG 1, LN 18	118,898.	2,717.		2,718.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	5,789.	2,895.		2,894.
TELEPHONE	2,492.	1,246.		1,246.
MISCELLANEOUS	10,950.	5,676.		5,274.
LSF PARTNERS, LP ID # 26-4319874	3,610.	3,610.		0.
TO FORM 990-PF, PG 1, LN 23	22,841.	13,427.		9,414.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENTS	2,194,838.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,194,838.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
128,980.350 SHS. BRIDGEWAY FD INC ULTRA SMALL CO MKT FD	2,157,841.	2,157,841.
47,354.301 SHS. DFA EMERGING MKTS VALUE PTF	1,360,015.	1,360,015.
33,986.341 SHS. DFA EMERGING MKTS SMALL CAP PTF	736,484.	736,484.
36,057.616 SHS. DFA INTERNATIONAL SMALL PTFL	726,922.	726,922.
47,762.271 SHS. DFA US LARGE CAP VALUE PORT	1,572,812.	1,572,812.
30,252.508 SHS. DFA INTERNATIONAL VALUE PTF	613,521.	613,521.
35,300 SHS. ISHARES MSCI EAFE ETF	2,450,173.	2,450,173.
21,200 SHS. ISHARES CORE S&P MID-CAP ETF	2,917,756.	2,917,756.
20,200 SHS. ISHARES CORE S&P SMALL-CAP ETF	2,167,460.	2,167,460.
7,500 SHS. ISHARES FLOATING RATE BOND ETF	380,325.	380,325.
94,575.447 SHS. PIMCO FDS COMMODITIES PLUS START I	1,076,269.	1,076,269.
64,248.124 SHS. RIDGEWORTH FDS SEIX FLOATING RATE HIGH INCOM I	581,445.	581,445.
10,300 SHS. SPDR DJ WILSHIRE INTL REAL ESTATE	454,745.	454,745.
12,000 SHS. SPDR DOW JONES REIT EFT	994,920.	994,920.
214,272.04 SHS. VANGUARD TOTAL BOND MKT INDEX SIGNAL	2,322,709.	2,322,709.
13,627.108 SHS. VANGUARD INFLATION-PROTECT SEC ADMIRAL	365,888.	365,888.
18,184.227 SHS. VANGUARD GNMA FUND ADMIRAL	194,935.	194,935.
35,823.646 SHS. VANGUARD SHORT TERM INVT GRADE ADMIRAL	386,179.	386,179.
82,511.273 SHS. VANGUARD INSTITUTIONAL INDEX FUND I	14,588,818.	14,588,818.
7,200 SHS. VANGUARD SHORT TERM INFLATION PROTECTED	359,810.	359,810.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,409,027.	36,409,027.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRIGID DOHERTY 120 WEST TUPPER STREET BUFFALO, NY 14201	SECT'Y - E. DIR. 30.00	55,000.	0.	1,315.
ROBERT J.A. IRWIN 120 WEST TUPPER STREET BUFFALO, NY 14201	DIRECTOR 1.00	13,000.	0.	0.
THEODORE I. PUTNAM, M.D. 120 WEST TUPPER STREET BUFFALO, NY 14201	DIRECTOR 1.00	13,500.	0.	0.
CHARLES F. KREINER, JR. 120 WEST TUPPER STREET BUFFALO, NY 14201	PRES.-DIR. 1.00	13,500.	0.	300.
RICHARD C. BRYAN, JR. 120 WEST TUPPER STREET BUFFALO, NY 14201	V. PRES.-DIR. 1.00	13,500.	0.	0.
WILLIAM L. JOYCE 120 WEST TUPPER STREET BUFFALO, NY 14201	TREAS.-DIR. 1.00	13,500.	0.	0.
CHRISTOPHER T. GREENE 120 WEST TUPPER STREET BUFFALO, NY 14201	DIRECTOR 1.00	13,500.	0.	0.
AMY L. CLIFTON 120 WEST TUPPER STREET BUFFALO, NY 14201	DIRECTOR 1.00	13,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		149,000.	0.	1,615.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRIGID DOHERTY, EXECUTIVE DIRECTOR, JAMES H. CUMMINGS FOUNDATION, INC.
120 WEST TUPPER STREET
BUFFALO, NY 14201

TELEPHONE NUMBER

716-874-0040

FORM AND CONTENT OF APPLICATIONS

NAME, ADDRESS OF TAX-EXEMPT ORGANIZATION WHICH WOULD BE THE RECIPIENT IF A GRANT WERE MADE; LIST OF CURRENT DIRECTORS (ONE COPY ONLY); ORGANIZATION'S TAX-EXEMPT CERTIFICATION FROM THE U.S. INTERNAL REVENUE SERVICE OR THE DEPARTMENT OF NATIONAL REVENUE, OTTAWA (ONE COPY ONLY); STATE AMOUNT REQUESTED AND THE SPECIFIC PURPOSE OF THE GRANT; WHAT THE GRANT IS EXPECTED TO ACCOMPLISH AND THE NEED OF THE PROJECT; A BUDGET OF THE COSTS AND HOW THE MONEY, IF GRANTED, WOULD BE SPENT; ORGANIZATION'S MOST RECENTLY AUDITED FINANCIAL STATEMENTS (ONE COPY ONLY); EVIDENCE THAT THE ORGANIZATION IS QUALIFIED TO COMPLETE THE PROJECT SUCCESSFULLY; STATE WHETHER AID HAS BEEN SOUGHT DURING THE PRECEDING TWO YEARS FROM OTHER FOUNDATIONS AND AMOUNT RECEIVED, IF ANY; LIST THE NAMES OF FOUNDATIONS THE ORGANIZATION PLANS TO APPROACH ON CURRENT PROJECT; A COVER LETTER SIGNED BY AN OFFICER OF THE ORGANIZATION TO THE EXECUTIVE DIRECTOR WITH A CONCISE SUMMARY PRESENTATION

ANY SUBMISSION DEADLINES

EIGHT PROPOSALS SHOULD BE SUBMITTED BY THE MIDDLE OF THE MONTH PRECEDING A QUARTERLY MEETING WHICH ARE HELD IN THE MONTHS OF FEB., MAY, SEPT. AND DEC.

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITS SUPPORT TO THE CITIES OF BUFFALO, NEW YORK, TORONTO, ONTARIO, CANADA AND HENDERSONVILLE, NORTH CAROLINA. GRANTS ARE TO BE USED AND APPLIED EXCLUSIVELY FOR CHARITABLE PURPOSES IN ADVANCING MEDICAL SCIENCE, RESEARCH AND EDUCATION IN THE U.S. AND CANADA , AND FOR CHARTIABLE WORK AMONG UNDER-PRIVILEGED BOYS & GIRLS AND AGED & INFIRMED ADULTS. FUNDS ARE DISTRIBUTED ONLY TO NOT-FOR-PROFIT TAX-EXEMPT ORGANIZATIONS WITH THE GREAT MAJORITY OF GRANTS AWARDED BEING OF A CAPITAL NATURE, PARTICULARLY EQUIPMENT NEEDS OF VARIOUS KINDS. THEY CONSIDER HIGHER PRIORITY TO PROJECTS WHICH ARE NOT NORMALLY FINANCED BY PUBLIC TAX FUNDS. APPLICATIONS FOR ENDOWMENTS, CONTINGENCY, RESERVE PURPOSES, OPERATING EXPENSES OR DEFICIT FINANCING, ARE NOT CONSIDERED. REQUESTS FOR GRANTS TO INDIVIDUALS ARE NOT CONSIDERED NOR DOES THE FOUNDATION FUND SCHOLARSHIPS OR

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A - 2D (CONTINUATION)

FORM AND CONTENT OF APPLICATIONS

OF THE ESSENTIAL FACTS STATING THE APPROXIMATE TIME THE GRANT FUNDS WOULD BE NEEDED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FELLOWSHIPS.

THE BUFFALO NEWS

-Affidavit-

Marcy Lombardo of the City of Buffalo, New York, being duly sworn, deposes and says that he/she is Principal Clerk of THE BUFFALO NEWS INC., Publisher of THE BUFFALO NEWS, a newspaper published in said city, that the notice of which the annexed printed slip taken from said newspaper is a copy, was inserted and published therein **1** times, the first insertion being on **07/11/2014** and the last insertion being on **07/11/2014**

Marcy Lombardo

Dates Ad Ran:

Buffalo News (P1) 07/11/14

Sworn to before me this 11th day of, July 2014

Lori A. Nieves

Notary Public, Erie County, New York

LORI A. NIEVES
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 05/23/15

NOTICE

The May 31, 2014 annual report of the James H Cummings Foundation, Inc is available at its principal office, 120 West Tupper Street, Buffalo, New York 14201 for inspection during regular business hours by any citizen who requests it within 180 days after the publication of this notice The Principal Manager of the Foundation is Ms Brigid Doherty (716) 874-0040

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